

**Amendment to the Agreement
Between**

SBC Long Distance, LLC dba SBC Long Distance

And

BellSouth Telecommunications, Inc.

Dated December 21, 2005

Pursuant to this Amendment, (the "Amendment"), SBC Long Distance, LLC dba SBC Long Distance (SBC 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 December 21, 2005 (Agreement) to be effective December 21, 2005 (Effective Date).

WHEREAS, BellSouth and SBC Long Distance entered into the Agreement on December 21, 2005, 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 delete Attachment 1, Exhibit D in its entirety and replace with a new Attachment 1, Exhibit D attached hereto and by reference incorporated into this Amendment.
2. The Parties agree to delete Attachment 7, Exhibit A in its entirety and replace with a new Attachment 7, Exhibit A attached hereto and by reference incorporated into this Amendment.
3. All of the other provisions of the Agreement, dated December 21, 2005, 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 Amendment the day and year written below.

BellSouth Telecommunications, Inc.

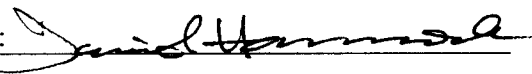
By: 

Name: Kristen E. Shore

Title: Director

Date: 2/24/06

SBC Long Distance, LLC dba SBC Long Distance

By: 

Name: David G. Hammock

Title: RVP-CARRIER/SUPPLIER MGMT

Date: February 17, 2006

RESALE DISCOUNTS & RATES - Alabama												Attachment: 1 Exh D						
CATEGORY	RATE ELEMENTS					Interi m	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		NRC Disconnect		OSS Rates(\$)			
											First	Add'l	First	Add'l	SOMEc	SOMAN	SOMAN	SOMAN
APPLICABLE DISCOUNTS																		
		Residence %								16.30								
		Business %								16.30								
		CSAs %								16.30								
OPERATIONS SUPPORT SYSTEMS (OSS) - "REGIONAL RATES"																		
NOTE: (1) CLEC should contact its contract negotiator if it prefers the "state specific" OSS charges as ordered by the State Commissions. The OSS charges currently contained in this rate exhibit are the BellSouth "regional" service ordering charges. CLEC may elect either the state specific Commission ordered rates for the service ordering charges, or CLEC may elect the regional service ordering charge, however, CLEC can not obtain a mixture of the two regardless if CLEC has a interconnection contract established in each of the 9 states.																		
		OSS - Electronic Service Order Charge, Per Local Service Request (LSR) - Resale Only							SOMEc		3.50	0.00	3.50	0.00				
		OSS - Manual Service Order Charge, Per Local Service Request (LSR) - Resale Only							SOMAN		19.99	0.00	19.99	0.00				
DIRECTORY ASSISTANCE CUSTOM BRANDING ANNOUNCEMENT via OLNS SOFTWARE																		
		Recording of DA Custom Branded Announcement									3,000.00	3,000.00						
		Loading of DA Custom Branded Announcement per Switch per OCN									1,170.00	1,170.00						
DIRECTORY ASSISTANCE UNBRANDING via OLNS SOFTWARE																		
		Loading of DA per OCN (1 OCN per Order)									420.00	420.00						
		Loading of DA per Switch per OCN									16.00	16.00						
OPERATOR ASSISTANCE CUSTOM BRANDING ANNOUNCEMENT via OLNS SOFTWARE																		
		Recording of Custom Branded OA Announcement									7,000.00	7,000.00						
		Loading of Custom Branded OA Announcement per shelf/NAV per OCN									500.00	500.00						
		Loading of OA Custom Branded Announcement per Switch per OCN									1,170.00	1,170.00						
OPERATOR ASSISTANCE UNBRANDING via OLNS SOFTWARE																		
		Loading of OA per OCN (Regional)									1,200.00	1,200.00						
ODUF/EODUF SERVICES																		
OPTIONAL DAILY USAGE FILE (ODUF)																		
		ODUF: Recording, per message									0.000011							
		ODUF: Message Processing, per message									0.004101							
		ODUF: Message Processing, per Magnetic Tape provisioned									42.67							
		ODUF: Data Transmission (CONNECT:DIRECT), per message									0.000094							
ENHANCED OPTIONAL DAILY USAGE FILE (EODUF)																		
		EODUF: Message Processing, per message									0.22							

RESALE DISCOUNTS & RATES - Florida												Attachment: 1 Exh D						
CATEGORY	RATE ELEMENTS					Interi m	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		NRC Disconnect		OSS Rates(\$)			
											First	Add'l	First	Add'l	SOMEc	SOMAN	SOMAN	SOMAN
APPLICABLE DISCOUNTS																		
		Residence %								21.83								
		Business %								16.81								
		CSAs %								16.81								
OPERATIONS SUPPORT SYSTEMS (OSS) - "REGIONAL RATES"																		
NOTE: (1) CLEC should contact its contract negotiator if it prefers the "state specific" OSS charges as ordered by the State Commissions. The OSS charges currently contained in this rate exhibit are the BellSouth "regional" service ordering charges. CLEC may elect either the state specific Commission ordered rates for the service ordering charges, or CLEC may elect the regional service ordering charge, however, CLEC can not obtain a mixture of the two regardless if CLEC has a interconnection contract established in each of the 9 states.																		
		OSS - Electronic Service Order Charge, Per Local Service Request (LSR) - Resale Only							SOMEc		3.50	0.00	3.50	0.00				
		OSS - Manual Service Order Charge, Per Local Service Request (LSR) - Resale Only							SOMAN		19.99	0.00	19.99	0.00				
DIRECTORY ASSISTANCE CUSTOM BRANDING ANNOUNCEMENT via OLNS SOFTWARE																		
		Recording of DA Custom Branded Announcement									3,000.00	3,000.00						
		Loading of DA Custom Branded Announcement per Switch per OCN									1,170.00	1,170.00						
DIRECTORY ASSISTANCE UNBRANDING via OLNS SOFTWARE																		
		Loading of DA per OCN (1 OCN per Order)									420.00	420.00						
		Loading of DA per Switch per OCN									16.00	16.00						
OPERATOR ASSISTANCE CUSTOM BRANDING ANNOUNCEMENT via OLNS SOFTWARE																		
		Recording of Custom Branded OA Announcement									7,000.00	7,000.00						
		Loading of Custom Branded OA Announcement per shelf/NAV per OCN									500.00	500.00						
		Loading of OA Custom Branded Announcement per Switch per OCN									1,170.00	1,170.00						
OPERATOR ASSISTANCE UNBRANDING via OLNS SOFTWARE																		
		Loading of OA per OCN (Regional)									1,200.00	1,200.00						
ODUF/EODUF SERVICES																		
OPTIONAL DAILY USAGE FILE (ODUF)																		
		ODUF: Recording, per message									0.0000071							
		ODUF: Message Processing, per message									0.002146							
		ODUF: Message Processing, per Magnetic Tape provisioned									35.91							
		ODUF: Data Transmission (CONNECT:DIRECT), per message									0.00010375							
ENHANCED OPTIONAL DAILY USAGE FILE (EODUF)																		
		EODUF: Message Processing, per message									0.080698							

RESALE DISCOUNTS & RATES - Georgia												Attachment: 1 Exh D						
CATEGORY	RATE ELEMENTS					Interi m	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		NRC Disconnect		OSS Rates(\$)			
											First	Add'l	First	Add'l	SOMEc	SOMAN	SOMAN	SOMAN
APPLICABLE DISCOUNTS																		
		Residence %								20.30								
		Business %								17.30								
		CSAs %								17.30								
OPERATIONS SUPPORT SYSTEMS (OSS) - "REGIONAL RATES"																		
NOTE: (1) CLEC should contact its contract negotiator if it prefers the "state specific" OSS charges as ordered by the State Commissions. The OSS charges currently contained in this rate exhibit are the BellSouth "regional" service ordering charges. CLEC may elect either the state specific Commission ordered rates for the service ordering charges, or CLEC may elect the regional service ordering charge, however, CLEC can not obtain a mixture of the two regardless if CLEC has a interconnection contract established in each of the 9 states.																		
		OSS - Electronic Service Order Charge, Per Local Service Request (LSR) - Resale Only							SOMEc		3.50	0.00	3.50	0.00				
		OSS - Manual Service Order Charge, Per Local Service Request (LSR) - Resale Only							SOMAN		19.99	0.00	19.99	0.00				
DIRECTORY ASSISTANCE CUSTOM BRANDING ANNOUNCEMENT via OLNS SOFTWARE																		
		Recording of DA Custom Branded Announcement									3,000.00	3,000.00						
		Loading of DA Custom Branded Announcement per Switch per OCN									1,170.00	1,170.00						
DIRECTORY ASSISTANCE UNBRANDING via OLNS SOFTWARE																		
		Loading of DA per OCN (1 OCN per Order)									420.00	420.00						
		Loading of DA per Switch per OCN									16.00	16.00						
OPERATOR ASSISTANCE CUSTOM BRANDING ANNOUNCEMENT via OLNS SOFTWARE																		
		Recording of Custom Branded OA Announcement									7,000.00	7,000.00						
		Loading of Custom Branded OA Announcement per shelf/NAV per OCN									500.00	500.00						
		Loading of OA Custom Branded Announcement per Switch per OCN									1,170.00	1,170.00						
OPERATOR ASSISTANCE UNBRANDING via OLNS SOFTWARE																		
		Loading of OA per OCN (Regional)									1,200.00	1,200.00						
ODUF/EODUF SERVICES																		
OPTIONAL DAILY USAGE FILE (ODUF)																		
		ODUF: Recording, per message									0.0000068							
		ODUF: Message Processing, per message									0.002167							
		ODUF: Message Processing, per Magnetic Tape provisioned									36.06							
		ODUF: Data Transmission (CONNECT:DIRECT), per message									0.00010856							
ENHANCED OPTIONAL DAILY USAGE FILE (EODUF)																		
		EODUF: Message Processing, per message									0.227409							

RESALE DISCOUNTS & RATES - Kentucky												Attachment: 1 Exh D						
CATEGORY	RATE ELEMENTS					Interi m	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		NRC Disconnect		OSS Rates(\$)			
											First	Add'l	First	Add'l	SOMECE	SOMAN	SOMAN	SOMAN
APPLICABLE DISCOUNTS																		
		Residence %								16.79								
		Business %								15.54								
		CSAs %								15.54								
OPERATIONS SUPPORT SYSTEMS (OSS) - "REGIONAL RATES"																		
NOTE: (1) CLEC should contact its contract negotiator if it prefers the "state specific" OSS charges as ordered by the State Commissions. The OSS charges currently contained in this rate exhibit are the BellSouth "regional" service ordering charges. CLEC may elect either the state specific Commission ordered rates for the service ordering charges, or CLEC may elect the regional service ordering charge, however, CLEC can not obtain a mixture of the two regardless if CLEC has a interconnection contract established in each of the 9 states.																		
		OSS - Electronic Service Order Charge, Per Local Service Request (LSR) - Resale Only							SOMECE		3.50	0.00	3.50	0.00				
		OSS - Manual Service Order Charge, Per Local Service Request (LSR) - Resale Only							SOMAN		19.99	0.00	19.99	0.00				
DIRECTORY ASSISTANCE CUSTOM BRANDING ANNOUNCEMENT via OLNS SOFTWARE																		
		Recording of DA Custom Branded Announcement									3,000.00	3,000.00						
		Loading of DA Custom Branded Announcement per Switch per OCN									1,170.00	1,170.00						
DIRECTORY ASSISTANCE UNBRANDING via OLNS SOFTWARE																		
		Loading of DA per OCN (1 OCN per Order)									420.00	420.00						
		Loading of DA per Switch per OCN									16.00	16.00						
OPERATOR ASSISTANCE CUSTOM BRANDING ANNOUNCEMENT via OLNS SOFTWARE																		
		Recording of Custom Branded OA Announcement									7,000.00	7,000.00						
		Loading of Custom Branded OA Announcement per shelf/NAV per OCN									500.00	500.00						
		Loading of OA Custom Branded Announcement per Switch per OCN									1,170.00	1,170.00						
OPERATOR ASSISTANCE UNBRANDING via OLNS SOFTWARE																		
		Loading of OA per OCN (Regional)									1,200.00	1,200.00						
ODUF/EODUF SERVICES																		
OPTIONAL DAILY USAGE FILE (ODUF)																		
		ODUF: Recording, per message									0.0000136							
		ODUF: Message Processing, per message									0.002506							
		ODUF: Message Processing, per Magnetic Tape provisioned									35.90							
		ODUF: Data Transmission (CONNECT:DIRECT), per message									0.00010372							
ENHANCED OPTIONAL DAILY USAGE FILE (EODUF)																		
		EODUF: Message Processing, per message									0.235889							

RESALE DISCOUNTS & RATES - Louisiana												Attachment: 1 Exh D						
CATEGORY	RATE ELEMENTS					Interi m	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		NRC Disconnect		OSS Rates(\$)			
											First	Add'l	First	Add'l	SOMEc	SOMAN	SOMAN	SOMAN
APPLICABLE DISCOUNTS																		
		Residence %								20.72								
		Business %								20.72								
		CSAs %								9.05								
OPERATIONS SUPPORT SYSTEMS (OSS) - "REGIONAL RATES"																		
NOTE: (1) CLEC should contact its contract negotiator if it prefers the "state specific" OSS charges as ordered by the State Commissions. The OSS charges currently contained in this rate exhibit are the BellSouth "regional" service ordering charges. CLEC may elect either the state specific Commission ordered rates for the service ordering charges, or CLEC may elect the regional service ordering charge, however, CLEC can not obtain a mixture of the two regardless if CLEC has a interconnection contract established in each of the 9 states.																		
		OSS - Electronic Service Order Charge, Per Local Service Request (LSR) - Resale Only							SOMEc		3.50	0.00	3.50	0.00				
		OSS - Manual Service Order Charge, Per Local Service Request (LSR) - Resale Only							SOMAN		19.99	0.00	19.99	0.00				
DIRECTORY ASSISTANCE CUSTOM BRANDING ANNOUNCEMENT via OLNS SOFTWARE																		
		Recording of DA Custom Branded Announcement									3,000.00	3,000.00						
		Loading of DA Custom Branded Announcement per Switch per OCN									1,170.00	1,170.00						
DIRECTORY ASSISTANCE UNBRANDING via OLNS SOFTWARE																		
		Loading of DA per OCN (1 OCN per Order)									420.00	420.00						
		Loading of DA per Switch per OCN									16.00	16.00						
OPERATOR ASSISTANCE CUSTOM BRANDING ANNOUNCEMENT via OLNS SOFTWARE																		
		Recording of Custom Branded OA Announcement									7,000.00	7,000.00						
		Loading of Custom Branded OA Announcement per shelf/NAV per OCN									500.00	500.00						
		Loading of OA Custom Branded Announcement per Switch per OCN									1,170.00	1,170.00						
OPERATOR ASSISTANCE UNBRANDING via OLNS SOFTWARE																		
		Loading of OA per OCN (Regional)									1,200.00	1,200.00						
ODUF/EODUF SERVICES																		
OPTIONAL DAILY USAGE FILE (ODUF)																		
		ODUF: Recording, per message									0.0000117							
		ODUF: Message Processing, per message									0.004641							
		ODUF: Message Processing, per Magnetic Tape provisioned									48.45							
		ODUF: Data Transmission (CONNECT:DIRECT), per message									0.00010568							
ENHANCED OPTIONAL DAILY USAGE FILE (EODUF)																		
		EODUF: Message Processing, per message									0.250015							

RESALE DISCOUNTS & RATES - Mississippi												Attachment: 1 Exh D						
CATEGORY	RATE ELEMENTS					Interi m	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		NRC Disconnect		OSS Rates(\$)			
											First	Add'l	First	Add'l	SOMEc	SOMAN	SOMAN	SOMAN
APPLICABLE DISCOUNTS																		
		Residence %								15.75								
		Business %								15.75								
		CSAs %								15.75								
OPERATIONS SUPPORT SYSTEMS (OSS) - "REGIONAL RATES"																		
NOTE: (1) CLEC should contact its contract negotiator if it prefers the "state specific" OSS charges as ordered by the State Commissions. The OSS charges currently contained in this rate exhibit are the BellSouth "regional" service ordering charges. CLEC may elect either the state specific Commission ordered rates for the service ordering charges, or CLEC may elect the regional service ordering charge, however, CLEC can not obtain a mixture of the two regardless if CLEC has a interconnection contract established in each of the 9 states.																		
		OSS - Electronic Service Order Charge, Per Local Service Request (LSR) - Resale Only							SOMEc		3.50	0.00	3.50	0.00				
		OSS - Manual Service Order Charge, Per Local Service Request (LSR) - Resale Only							SOMAN		19.99	0.00	19.99	0.00				
DIRECTORY ASSISTANCE CUSTOM BRANDING ANNOUNCEMENT via OLNS SOFTWARE																		
		Recording of DA Custom Branded Announcement									3,000.00	3,000.00						
		Loading of DA Custom Branded Announcement per Switch per OCN									1,170.00	1,170.00						
DIRECTORY ASSISTANCE UNBRANDING via OLNS SOFTWARE																		
		Loading of DA per OCN (1 OCN per Order)									420.00	420.00						
		Loading of DA per Switch per OCN									16.00	16.00						
OPERATOR ASSISTANCE CUSTOM BRANDING ANNOUNCEMENT via OLNS SOFTWARE																		
		Recording of Custom Branded OA Announcement									7,000.00	7,000.00						
		Loading of Custom Branded OA Announcement per shelf/NAV per OCN									500.00	500.00						
		Loading of OA Custom Branded Announcement per Switch per OCN									1,170.00	1,170.00						
OPERATOR ASSISTANCE UNBRANDING via OLNS SOFTWARE																		
		Loading of OA per OCN (Regional)									1,200.00	1,200.00						
ODUF/EODUF SERVICES																		
OPTIONAL DAILY USAGE FILE (ODUF)																		
		ODUF: Recording, per message									0.0000063							
		ODUF: Message Processing, per message									0.004707							
		ODUF: Message Processing, per Magnetic Tape provisioned									49.04							
		ODUF: Data Transmission (CONNECT:DIRECT), per message									0.00010669							
ENHANCED OPTIONAL DAILY USAGE FILE (EODUF)																		
		EODUF: Message Processing, per message									0.250424							

RESALE DISCOUNTS & RATES - North Carolina												Attachment: 1 Exh D						
CATEGORY	RATE ELEMENTS					Interi m	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		NRC Disconnect		OSS Rates(\$)			
											First	Add'l	First	Add'l	SOMEc	SOMAN	SOMAN	SOMAN
APPLICABLE DISCOUNTS																		
		Residence %								21.50								
		Business %								17.60								
		CSAs %								17.60								
OPERATIONS SUPPORT SYSTEMS (OSS) - "REGIONAL RATES"																		
NOTE: (1) CLEC should contact its contract negotiator if it prefers the "state specific" OSS charges as ordered by the State Commissions. The OSS charges currently contained in this rate exhibit are the BellSouth "regional" service ordering charges. CLEC may elect either the state specific Commission ordered rates for the service ordering charges, or CLEC may elect the regional service ordering charge, however, CLEC can not obtain a mixture of the two regardless if CLEC has a interconnection contract established in each of the 9 states.																		
		OSS - Electronic Service Order Charge, Per Local Service Request (LSR) - Resale Only							SOMEc		3.50	0.00	3.50	0.00				
		OSS - Manual Service Order Charge, Per Local Service Request (LSR) - Resale Only							SOMAN		19.99	0.00	19.99	0.00				
DIRECTORY ASSISTANCE CUSTOM BRANDING ANNOUNCEMENT via OLNS SOFTWARE																		
		Recording of DA Custom Branded Announcement									3,000.00	3,000.00						
		Loading of DA Custom Branded Announcement per Switch per OCN									1,170.00	1,170.00						
DIRECTORY ASSISTANCE UNBRANDING via OLNS SOFTWARE																		
		Loading of DA per OCN (1 OCN per Order)									420.00	420.00						
		Loading of DA per Switch per OCN									16.00	16.00						
OPERATOR ASSISTANCE CUSTOM BRANDING ANNOUNCEMENT via OLNS SOFTWARE																		
		Recording of Custom Branded OA Announcement									7,000.00	7,000.00						
		Loading of Custom Branded OA Announcement per shelf/NAV per OCN									500.00	500.00						
		Loading of OA Custom Branded Announcement per Switch per OCN									1,170.00	1,170.00						
OPERATOR ASSISTANCE UNBRANDING via OLNS SOFTWARE																		
		Loading of OA per OCN (Regional)									1,200.00	1,200.00						
ODUF/EODUF SERVICES																		
OPTIONAL DAILY USAGE FILE (ODUF)																		
		ODUF: Recording, per message									0.0000174							
		ODUF: Message Processing, per message									0.001647							
		ODUF: Message Processing, per Magnetic Tape provisioned									35.91							
		ODUF: Data Transmission (CONNECT:DIRECT), per message									0.00011029							
ENHANCED OPTIONAL DAILY USAGE FILE (EODUF)																		
		EODUF: Message Processing, per message									0.131005							

RESALE DISCOUNTS & RATES - South Carolina												Attachment: 1 Exh D						
CATEGORY	RATE ELEMENTS					Interi m	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		NRC Disconnect		OSS Rates(\$)			
											First	Add'l	First	Add'l	SOMEc	SOMAN	SOMAN	SOMAN
APPLICABLE DISCOUNTS																		
		Residence %								14.80								
		Business %								14.80								
		CSAs %								8.98								
OPERATIONS SUPPORT SYSTEMS (OSS) - "REGIONAL RATES"																		
NOTE: (1) CLEC should contact its contract negotiator if it prefers the "state specific" OSS charges as ordered by the State Commissions. The OSS charges currently contained in this rate exhibit are the BellSouth "regional" service ordering charges. CLEC may elect either the state specific Commission ordered rates for the service ordering charges, or CLEC may elect the regional service ordering charge, however, CLEC can not obtain a mixture of the two regardless if CLEC has a interconnection contract established in each of the 9 states.																		
		OSS - Electronic Service Order Charge, Per Local Service Request (LSR) - Resale Only							SOMEc		3.50	0.00	3.50	0.00				
		OSS - Manual Service Order Charge, Per Local Service Request (LSR) - Resale Only							SOMAN		19.99	0.00	19.99	0.00				
DIRECTORY ASSISTANCE CUSTOM BRANDING ANNOUNCEMENT via OLNS SOFTWARE																		
		Recording of DA Custom Branded Announcement									3,000.00	3,000.00						
		Loading of DA Custom Branded Announcement per Switch per OCN									1,170.00	1,170.00						
DIRECTORY ASSISTANCE UNBRANDING via OLNS SOFTWARE																		
		Loading of DA per OCN (1 OCN per Order)									420.00	420.00						
		Loading of DA per Switch per OCN									16.00	16.00						
OPERATOR ASSISTANCE CUSTOM BRANDING ANNOUNCEMENT via OLNS SOFTWARE																		
		Recording of Custom Branded OA Announcement									7,000.00	7,000.00						
		Loading of Custom Branded OA Announcement per shelf/NAV per OCN									500.00	500.00						
		Loading of OA Custom Branded Announcement per Switch per OCN									1,170.00	1,170.00						
OPERATOR ASSISTANCE UNBRANDING via OLNS SOFTWARE																		
		Loading of OA per OCN (Regional)									1,200.00	1,200.00						
ODUF/EODUF SERVICES																		
OPTIONAL DAILY USAGE FILE (ODUF)																		
		ODUF: Recording, per message									0.0000216							
		ODUF: Message Processing, per message									0.004704							
		ODUF: Message Processing, per Magnetic Tape provisioned									48.87							
		ODUF: Data Transmission (CONNECT:DIRECT), per message									0.00010863							
ENHANCED OPTIONAL DAILY USAGE FILE (EODUF)																		
		EODUF: Message Processing, per message									0.258301							

RESALE DISCOUNTS & RATES - Tennessee													Attachment: 1 Exh D								
CATEGORY	RATE ELEMENTS					Interi m	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic- 1st	Incremental Charge - Manual Svc Order vs. Electronic- Add'l	Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l		
										Rec	Nonrecurring First	Add'l	NRC Disconnect First Add'l		OSS Rates(\$)						
													SOMEc	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN			
APPLICABLE DISCOUNTS																					
		Residence %								16.00											
		Business %								16.00											
		CSAs %								16.00											
OPERATIONS SUPPORT SYSTEMS (OSS) - "REGIONAL RATES"																					
NOTE: (1) CLEC should contact its contract negotiator if it prefers the "state specific" OSS charges as ordered by the State Commissions. The OSS charges currently contained in this rate exhibit are the BellSouth "regional" service ordering charges. CLEC may elect either the state specific Commission ordered rates for the service ordering charges, or CLEC may elect the regional service ordering charge, however, CLEC can not obtain a mixture of the two regardless if CLEC has a interconnection contract established in each of the 9 states.																					
		OSS - Electronic Service Order Charge, Per Local Service Request (LSR) - Resale Only							SOMEc		3.50	0.00	3.50	0.00							
		OSS - Manual Service Order Charge, Per Local Service Request (LSR) - Resale Only							SOMAN		19.99	0.00	19.99	0.00							
DIRECTORY ASSISTANCE CUSTOM BRANDING ANNOUNCEMENT via OLNS SOFTWARE																					
		Recording of DA Custom Branded Announcement									3,000.00	3,000.00									
		Loading of DA Custom Branded Announcement per Switch per OCN									1,170.00	1,170.00									
DIRECTORY ASSISTANCE UNBRANDING via OLNS SOFTWARE																					
		Loading of DA per OCN (1 OCN per Order)									420.00	420.00									
		Loading of DA per Switch per OCN									16.00	16.00									
OPERATOR ASSISTANCE CUSTOM BRANDING ANNOUNCEMENT via OLNS SOFTWARE																					
		Recording of Custom Branded OA Announcement									7,000.00	7,000.00									
		Loading of Custom Branded OA Announcement per shelf/NAV per OCN									500.00	500.00									
		Loading of OA Custom Branded Announcement per Switch per OCN									1,170.00	1,170.00									
OPERATOR ASSISTANCE UNBRANDING via OLNS SOFTWARE																					
		Loading of OA per OCN (Regional)									1,200.00	1,200.00									
ODUF/EODUF SERVICES																					
	OPTIONAL DAILY USAGE FILE (ODUF)																				
		ODUF: Recording, per message									0.0000044										
		ODUF: Message Processing, per message									0.002446										
		ODUF: Message Processing, per Magnetic Tape provisioned									35.54										
		ODUF: Data Transmission (CONNECT:DIRECT), per message									0.0000339										
ENHANCED OPTIONAL DAILY USAGE FILE (EODUF)																					
		EODUF: Message Processing, per message									0.229779										

[illegible]

DUF & CMDS - Florida														Attachment: 7 Exh A				
CATEGORY	RATE ELEMENTS					Inter m	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	SOMECE	SOMAN	SOMAN	SOMAN
ODUF/ADUF/CMDS																		
	ACCESS DAILY USAGE FILE (ADUF)																	
		ADUF: Message Processing, per message								0.001656								
		ADUF: Data Transmission (CONNECT:DIRECT), per message								0.0001245								
	OPTIONAL DAILY USAGE FILE (ODUF)																	
		ODUF: Recording, per message								0.0000071								
		ODUF: Message Processing, per message								0.002146								
		ODUF: Message Processing, per Magnetic Tape provisioned								35.91								
		ODUF: Data Transmission (CONNECT:DIRECT), per message								0.00010375								
	CENTRALIZED MESSAGE DISTRIBUTION SERVICE (CMDS)																	
		CMDS: Message Processing, per message								0.004								
		CMDS: Data Transmission (CONNECT:DIRECT), per message								0.001								

DUF & CMDS - Georgia														Attachment: 7 Exh A							
CATEGORY	RATE ELEMENTS					Inter m	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	SOMECE	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
ODUF/ADUF/CMDS																					
ACCESS DAILY USAGE FILE (ADUF)																					
		ADUF: Message Processing, per message									0.001713										
		ADUF: Data Transmission (CONNECT:DIRECT), per message									0.00013027										
OPTIONAL DAILY USAGE FILE (ODUF)																					
		ODUF: Recording, per message									0.0000068										
		ODUF: Message Processing, per message									0.002167										
		ODUF: Message Processing, per Magnetic Tape provisioned									36.06										
		ODUF: Data Transmission (CONNECT:DIRECT), per message									0.00010856										
CENTRALIZED MESSAGE DISTRIBUTION SERVICE (CMDS)																					
		CMDS: Message Processing, per message									0.004										
		CMDS: Data Transmission (CONNECT:DIRECT), per message									0.001										

DUF & CMDS - Kentucky														Attachment: 7 Exh A				
CATEGORY	RATE ELEMENTS					Inter m	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(\$)			
ODUF/ADUF/CMDS																		
	ACCESS DAILY USAGE FILE (ADUF)																	
		ADUF: Message Processing, per message							0.001857									
		ADUF: Data Transmission (CONNECT:DIRECT), per message							0.00012447									
OPTIONAL DAILY USAGE FILE (ODUF)																		
		ODUF: Recording, per message							0.0000136									
		ODUF: Message Processing, per message							0.002506									
		ODUF: Message Processing, per Magnetic Tape provisioned							35.90									
		ODUF: Data Transmission (CONNECT:DIRECT), per message							0.00010372									
CENTRALIZED MESSAGE DISTRIBUTION SERVICE (CMDS)																		
		CMDS: Message Processing, per message							0.004									
		CMDS: Data Transmission (CONNECT:DIRECT), per message							0.001									

DUF & CMDS - Mississippi														Attachment: 7 Exh A					
CATEGORY	RATE ELEMENTS					Inter m	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic- 1st	Incremental Charge - Manual Svc Order vs. Electronic- Add'l	Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l
										Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)				
											First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
ODUF/ADUF/CMDS																			
	ACCESS DAILY USAGE FILE (ADUF)																		
		ADUF: Message Processing, per message								0.008087									
		ADUF: Data Transmission (CONNECT:DIRECT), per message								0.00012803									
	OPTIONAL DAILY USAGE FILE (ODUF)																		
		ODUF: Recording, per message								0.0000063									
		ODUF: Message Processing, per message								0.004707									
		ODUF: Message Processing, per Magnetic Tape provisioned								49.04									
		ODUF: Data Transmission (CONNECT:DIRECT), per message								0.00010669									
	CENTRALIZED MESSAGE DISTRIBUTION SERVICE (CMDS)																		
		CMDS: Message Processing, per message								0.004									
		CMDS: Data Transmission (CONNECT:DIRECT), per message								0.001									

DUF & CMDS - North Carolina													Attachment: 7 Exh A					
CATEGORY	RATE ELEMENTS					Inter m	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	SOMECE	SOMAN	SOMAN	SOMAN
ODUF/ADUF/CMDS																		
	ACCESS DAILY USAGE FILE (ADUF)																	
		ADUF: Message Processing, per message								0.001614								
		ADUF: Data Transmission (CONNECT:DIRECT), per message								0.00013235								
	OPTIONAL DAILY USAGE FILE (ODUF)																	
		ODUF: Recording, per message								0.0000174								
		ODUF: Message Processing, per message								0.001647								
		ODUF: Message Processing, per Magnetic Tape provisioned								35.91								
		ODUF: Data Transmission (CONNECT:DIRECT), per message								0.00011029								
	CENTRALIZED MESSAGE DISTRIBUTION SERVICE (CMDS)																	
		CMDS: Message Processing, per message								0.004								
		CMDS: Data Transmission (CONNECT:DIRECT), per message								0.001								

DUF & CMDS - South Carolina														Attachment: 7 Exh A			
CATEGORY	RATE ELEMENTS					Inter m	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(\$)		
ODUF/ADUF/CMDS																	
	ACCESS DAILY USAGE FILE (ADUF)																
		ADUF: Message Processing, per message								0.008061							
		ADUF: Data Transmission (CONNECT:DIRECT), per message								0.00013036							
OPTIONAL DAILY USAGE FILE (ODUF)																	
		ODUF: Recording, per message								0.0000216							
		ODUF: Message Processing, per message								0.004704							
		ODUF: Message Processing, per Magnetic Tape provisioned								48.87							
		ODUF: Data Transmission (CONNECT:DIRECT), per message								0.00010863							
CENTRALIZED MESSAGE DISTRIBUTION SERVICE (CMDS)																	
		CMDS: Message Processing, per message								0.004							
		CMDS: Data Transmission (CONNECT:DIRECT), per message								0.001							

