BELLSOUTH

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TN REGULATORY AUTHORITY
DOCKET ROOM

BellSouth Telecommunications, Inc.
333 Commerce Street
Suite 2101
Nashville, TN 37201-3300

guy.hicks@bellsouth.com

Guy M. Hicks
General Counsel

615 214 6301
Fax 615 214 7406

October 3, 2002

VIA HAND DELIVERY

Hon. Sarah Kyle
Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

DOCKET NO.
02-01109

Re: *Approval of the Amendments to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and Birch Telecom of the South, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996.*
Docket No. 02-01013

Dear Chairman Kyle:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, Birch Telecom of the South, Inc. and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority ("TRA") the original and thirteen copies of the attached Petition for Approval of the Amendments to the Interconnection Agreement dated July 14, 2000. The first Amendment adds Unbundled Remote Call Forward terms, conditions and rates to the Agreement and the second Amendment adds the rates set forth in Exhibit 1.

Thank you for your attention to this matter.

Sincerely yours,

Guy M. Hicks

GMH/jej

Enclosure

cc: Greg Lawhon, Attorney for Birch Telecom of the South, Inc.

401132

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendments to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and Birch Telecom of the South, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. 02-01013

PETITION FOR APPROVAL OF THE AMENDMENTS TO THE INTERCONNECTION AGREEMENT NEGOTIATED BETWEEN BELLSOUTH TELECOMMUNICATIONS, INC. AND BIRCH TELECOM OF THE SOUTH, INC. PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, Birch Telecom of the South, Inc. ("Birch") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendments to the Interconnection Agreement dated July 14, 2000 (the "Amendments") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, Birch and BellSouth state the following:

1. Birch and BellSouth have successfully negotiated an agreement for interconnection of their networks, the unbundling of specific network elements offered by BellSouth and the resale of BellSouth's telecommunications services to Birch. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on March 20, 2001.

2. The parties have recently negotiated two Amendments to the Agreement. The first Amendment which adds Unbundled Remote Call Forward terms, conditions and rates to the Agreement and the second Amendment adds the rates set forth in Exhibit 1. Copies of the Amendments are attached hereto and incorporated herein by reference.

3. Pursuant to Section 252(e) of the Telecommunications Act of 1996, Birch and BellSouth are submitting their Amendments to the TRA for its consideration and approval. The

Amendments provide that either or both of the parties is authorized to submit the Amendments to the TRA for approval.

4. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendments between BellSouth and Birch within 90 days of its submission. The Act provides that the TRA may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity.

5. Birch and BellSouth aver that the Amendments are consistent with the standards for approval.

6. Pursuant to Section 252(i) of the Act, BellSouth shall make the Agreement available upon the same terms and conditions contained therein.

Birch and BellSouth respectfully request that the TRA approve the Amendments negotiated between the parties.

This 3rd day of Oct., 2002.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

By:_____

Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, Tennessee 37201-3300
(615) 214-6301
Attorney for BellSouth

CERTIFICATE OF SERVICE

I, Guy M. Hicks, hereby certify that I have served a copy of the foregoing Petition for Approval of the Amendment to the Interconnection Agreement on the following via United States Mail on the 30 day of October, 2002:

Greg Lawhon, Esquire
General Counsel
Birch Telecom of the South, Inc.
2020 Baltimore Avenue
Kansas City, Missouri 64108-1914

Guy M. Hicks

AMENDMENT
TO THE
AGREEMENT BETWEEN
BIRCH TELECOM OF THE SOUTH, INC. AND
BELLSOUTH TELECOMMUNICATIONS, INC.
DATED JULY 14, 2000

Pursuant to this Agreement, (the "Amendment"), Birch Telecom of the South, Inc., ("Birch"), a Delaware corporation, and BellSouth Telecommunications, Inc. ("BellSouth"), a Georgia corporation, having an office at 675 W. Peachtree Street, Atlanta, Georgia, 30375, on behalf of itself, hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated July 14, 2000 ("Agreement").

WHEREAS, BellSouth and Birch entered into the Agreement on July 14, 2000 and;

WHEREAS, the Parties desire to amend the Agreement to include Unbundled Remote Call Forwarding (URCF) service.

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. Section 3 of Attachment 2 is amended to include a new Section 3.2.9 Remote Call Forwarding incorporated herein below:

3.2.9 Remote Call Forwarding

3.2.9.1 As an option, BellSouth shall make available to Birch an unbundled port with Remote Call Forwarding capability ("URCF service"). URCF service combines the functionality of unbundled local switching, tandem switching and common transport to forward calls from the URCF service telephone number (the number dialed by the calling party) to another telephone number selected by the URCF service subscriber. When ordering URCF service, Birch will ensure that the following conditions are satisfied:

3.2.9.1.1 That the end user of the forward-to number (service) agrees to receive calls forwarded using the URCF service (if such end user is different from the URCF service end user);

3.2.9.1.2 That the forward-to number (service) is equipped with sufficient capacity to receive the volume of calls that will be generated from the URCF service;

3.2.9.1.3 That the URCF service will not be utilized to forward calls to another URCF or similar service; and

3.2.9.1.4 That the forward-to number (service) is not a public safety number (e.g. 911, fire or police number).

3.2.9.2 In addition to the charge for the URCF service port, BellSouth shall charge Birch the rates set forth in Exhibit C for unbundled local switching, tandem switching, and common transport, including all associated usage, incurred for calls from the URCF service telephone number (the number dialed by the calling party) to the forward- to number (service).

3.2.9.2.1 If additional URCF paths are ordered for URCF service, the recurring and non-recurring charge associated with URCF service will not apply to the additional paths. BellSouth shall charge Birch the applicable OSS rates, in addition to those charges defined in Section 3.2.9.2 for each URCF path.

2. Attachment 2 Exhibit C –UNE Rates of the Agreement is amended to add URCF Service rates, incorporated herein by reference as Exhibit 1 to this Amendment.

3. All of the other provisions of the Agreement, dated July 14, 2000 shall remain in full force and effect.

4. Either or both of the Parties is authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

This Amendment shall be deemed effective 30 calendar days following the date of the last signature of both parties.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below.

BellSouth Telecommunications, Inc.

By: _____

Name: Elizabeth A. Shiroishi

Title: Managing Director

Date: 8/12/02

Birch Telecom of the South, Inc.

By: _____

Name: _____

Title: _____

Date: _____

Exhibit 1

UNEs - Alabama

CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($) Res	Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First	Nonrecurring Disconnect Add'l	OSS RATES($) Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
											SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL EXCHANGE SWITCHING(PORTS)																
UNBUNDLED PORT WITH REMOTE CALL FORWARDING CAPABILITY																
UNBUNDLED REMOTE CALL FORWARDING SERVICE - RESIDENCE																
	Unbundled Remote Call Forwarding Service, Area Calling, Res *			UEPVR	UERAC	2.07	21.93	21.93					27.37	12.97	17.77	1.44
	Unbundled Remote Call Forwarding Service, Local Calling - Res *			UEPVR	UERLC	2.07	21.93	21.93					27.37	12.97	17.77	1.44
	Unbundled Remote Call Forwarding Service, InterLATA - Res *			UEPVR	UERTE	2.07	21.93	21.93					27.37	12.97	17.77	1.44
	Unbundled Remote Call Forwarding Service, IntraLATA - Res *			UEPVR	UERTR	2.07	21.93	21.93					27.37	12.97	17.77	1.44
Non-Recurring																
	Unbundled Remote Call Forwarding Service - Conversion - Switch-as-is			UEPVR	USAC2		2.80	0.41					40.71	9.58		
	Unbundled Remote Call Forwarding Service - Conversion with allowed change (PIC and LPIC)			UEPVR	USACC		2.80	0.41								
UNBUNDLED REMOTE CALL FORWARDING - Bus																
	Unbundled Remote Call Forwarding Service, Area Calling - Bus *			UEPVB	UERAC	2.07	21.93	21.93					27.37	12.97	17.77	1.44
	Unbundled Remote Call Forwarding Service, Local Calling - Bus *			UEPVB	UERLC	2.07	21.93	21.93					27.37	12.97	17.77	1.44
	Unbundled Remote Call Forwarding Service, InterLATA - Bus *			UEPVB	UERTE	2.07	21.93	21.93					27.37	12.97	17.77	1.44
	Unbundled Remote Call Forwarding Service, IntraLATA - Bus *			UEPVB	UERTR	2.07	21.93	21.93					27.37	12.97	17.77	1.44
	Unbundled Remote Call Forwarding Service Expanded and Exception Local Calling *			UEPVB	UERVJ	2.07	21.93	21.93					27.37	12.97	17.77	1.44
Non-Recurring																
	Unbundled Remote Call Forwarding Service - Conversion - Switch-as-is			UEPVB	USAC2		2.80	0.41					40.71	9.58		
	Unbundled Remote Call Forwarding Service - Conversion with allowed change (PIC and LPIC)			UEPVB	USACC		2.80	0.41								

Note: * The First and Additional nonrecurring charge will not be charged for additional paths for URCF Service.

UNEs - Florida

CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($) Rec	Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First	Nonrecurring Disconnect Add'l	OSS RATES($) Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
											SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL EXCHANGE SWITCHING(PORTS)																
	UNBUNDLED PORT WITH REMOTE CALL FORWARDING CAPABILITY															
	UNBUNDLED REMOTE CALL FORWARDING SERVICE - RESIDENCE															
	Unbundled Remote Call Forwarding Service, Area Calling, Res *			UEPVR	UERAC	1.40	3.74	3.63	1.88	1.80		11.90				
	Unbundled Remote Call Forwarding Service, Local Calling - Res *			UEPVR	UERLC	1.40	3.74	3.63	1.88	1.80		11.90				
	Unbundled Remote Call Forwarding Service, InterLATA - Res *			UEPVR	UERTE	1.40	3.74	3.63	1.88	1.80		11.90				
	Unbundled Remote Call Forwarding Service, IntraLATA - Res *			UEPVR	UERTR	1.40	3.74	3.63	1.88	1.80		11.90				
	Non-Recurring															
	Unbundled Remote Call Forwarding Service - Conversion - Switch-as-is			UEPVR	USAC2		0.102	0.102				11.90				
	Unbundled Remote Call Forwarding Service - Conversion with allowed change (PIC and LPIC)			UEPVR	USACC		0.102	0.102								
	UNBUNDLED REMOTE CALL FORWARDING - Bus *															
	Unbundled Remote Call Forwarding Service, Area Calling - Bus *			UEPVB	UERAC	1.40	3.74	3.63	1.88	1.80		11.90				
	Unbundled Remote Call Forwarding Service, Local Calling - Bus *			UEPVB	UERLC	1.40	3.74	3.63	1.88	1.80		11.90				
	Unbundled Remote Call Forwarding Service, InterLATA - Bus *			UEPVB	UERTE	1.40	3.74	3.63	1.88	1.80		11.90				
	Unbundled Remote Call Forwarding Service, IntraLATA - Bus *			UEPVB	UERTR	1.40	3.74	3.63	1.88	1.80		11.90				
	Unbundled Remote Call Forwarding Service Expanded and Exception Local Calling *			UEPVB	UERVJ	1.40	3.74	3.63	1.88	1.80		11.90				
	Non-Recurring															
	Unbundled Remote Call Forwarding Service - Conversion - Switch-as-is			UEPVB	USAC2		0.102	0.102				11.90				
	Unbundled Remote Call Forwarding Service - Conversion with allowed change (PIC and LPIC)			UEPVB	USACC		0.102	0.102								
	Note: * The recurring and first and additional nonrecurring charge will not be charged for additional paths for URCF Service.															

UNEs - Georgia

CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($) Rec	Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First	Nonrecurring Disconnect Add'l	OSS RATES($) Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
											SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL EXCHANGE SWITCHING(PORTS)																
UNBUNDLED PORT WITH REMOTE CALL FORWARDING CAPABILITY																
UNBUNDLED REMOTE CALL FORWARDING SERVICE - RESIDENCE																
	Unbundled Remote Call Forwarding Service, Area Calling, Res *			UEPVR	UERAC	1.85	17.16	17.16					18.94	8.42		
	Unbundled Remote Call Forwarding Service, Local Calling - Res *			UEPVR	UERLC	1.85	17.16	17.16					18.94	8.42		
	Unbundled Remote Call Forwarding Service, InterLATA - Res *			UEPVR	UERTE	1.85	17.16	17.16					18.94	8.42		
	Unbundled Remote Call Forwarding Service, IntraLATA - Res *			UEPVR	UERTR	1.85	17.16	17.16					18.94	8.42		
Non-Recurring																
	Unbundled Remote Call Forwarding Service - Conversion - Switch-as-is			UEPVR	USAC2		2.01	0.31					33.67	7.88	11.17	3.91
	Unbundled Remote Call Forwarding Service - Conversion with allowed change (PIC and LPIC)			UEPVR	USACC		2.01	0.31								
UNBUNDLED REMOTE CALL FORWARDING - Bus																
	Unbundled Remote Call Forwarding Service, Area Calling - Bus *			UEPVB	UERAC	1.85	17.16	17.16					18.94	8.42		
	Unbundled Remote Call Forwarding Service, Local Calling - Bus *			UEPVB	UERLC	1.85	17.16	17.16					18.94	8.42		
	Unbundled Remote Call Forwarding Service, InterLATA - Bus *			UEPVB	UERTE	1.85	17.16	17.16					18.94	8.42		
	Unbundled Remote Call Forwarding Service, IntraLATA - Bus *			UEPVB	UERTR	1.85	17.16	17.16					18.94	8.42		
	Unbundled Remote Call Forwarding Service Expanded and Exception Local Calling *			UEPVB	UERVJ	1.85	17.16	17.16					18.94	8.42		
Non-Recurring																
	Unbundled Remote Call Forwarding Service - Conversion - Switch-as-is			UEPVB	USAC2		2.01	0.31					33.67	7.88	11.17	3.91
	Unbundled Remote Call Forwarding Service - Conversion with allowed change (PIC and LPIC)			UEPVB	USACC		2.01	0.31								

Note: * The First and Additional nonrecurring charge will not be charged for additional paths for URCF Service.

CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($) Rec	Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First	Nonrecurring Disconnect Add'l	OSS RATES($) Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
											SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL EXCHANGE SWITCHING(PORTS)																
UNBUNDLED PORT WITH REMOTE CALL FORWARDING CAPABILITY																
UNBUNDLED REMOTE CALL FORWARDING SERVICE - RESIDENCE																
	Unbundled Remote Call Forwarding Service, Area Calling, Res *			UEPVR	UERAC	1.49	3.74	3.63				7.86				
	Unbundled Remote Call Forwarding Service, Local Calling - Res *			UEPVR	UERLC	1.49	3.74	3.63				7.86				
	Unbundled Remote Call Forwarding Service, InterLATA - Res *			UEPVR	UERTE	1.49	3.74	3.63				7.86				
	Unbundled Remote Call Forwarding Service, IntraLATA - Res *			UEPVR	UERTR	1.49	3.74	3.63				7.86				
Non-Recurring																
	Unbundled Remote Call Forwarding Service - Conversion - Switch-as-is			UEPVR	USAC2		0.10	0.10				7.86				
	Unbundled Remote Call Forwarding Service - Conversion with allowed change (PIC and LPIC)			UEPVR	USACC		0.10	0.10								
UNBUNDLED REMOTE CALL FORWARDING - Bus																
	Unbundled Remote Call Forwarding Service, Area Calling - Bus *			UEPVB	UERAC	1.49	3.74	3.63				7.86				
	Unbundled Remote Call Forwarding Service, Local Calling - Bus *			UEPVB	UERLC	1.49	3.74	3.63				7.86				
	Unbundled Remote Call Forwarding Service, InterLATA - Bus *			UEPVB	UERTE	1.49	3.74	3.63				7.86				
	Unbundled Remote Call Forwarding Service, IntraLATA - Bus *			UEPVB	UERTR	1.49	3.74	3.63				7.86				
	Unbundled Remote Call Forwarding Service Expanded and Exception Local Calling *			UEPVB	UERVJ	1.49	3.74	3.63				7.86				
Non-Recurring																
	Unbundled Remote Call Forwarding Service - Conversion - Switch-as-is			UEPVB	USAC2		0.10	0.10				7.86				
	Unbundled Remote Call Forwarding Service - Conversion with allowed change (PIC and LPIC)			UEPVB	USACC		0.10	0.10								
	Note: * The First and Additional nonrecurring charge will not be charged for additional paths for URCF Service.															

UNEs - Louisiana

CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($) Rec	Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First	Nonrecurring Disconnect Add'l	OSS RATES($) Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
											SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL EXCHANGE SWITCHING(PORTS)																
UNBUNDLED PORT WITH REMOTE CALL FORWARDING CAPABILITY																
UNBUNDLED REMOTE CALL FORWARDING SERVICE - RESIDENCE																
	Unbundled Remote Call Forwarding Service, Area Calling, Res *			UEPVR	UERAC	1.52	2.31	2.21				15.20				
	Unbundled Remote Call Forwarding Service, Local Calling - Res *			UEPVR	UERLC	1.52	2.31	2.21				15.20				
	Unbundled Remote Call Forwarding Service, InterLATA - Res *			UEPVR	UERTE	1.52	2.31	2.21				15.20				
	Unbundled Remote Call Forwarding Service, IntraLATA - Res *			UEPVR	UERTR	1.52	2.31	2.21				15.20				
Non-Recurring																
	Unbundled Remote Call Forwarding Service - Conversion - Switch-as-is			UEPVR	USAC2		0.10	0.10				15.20				
	Unbundled Remote Call Forwarding Service - Conversion with allowed change (PIC and LPIC)			UEPVR	USACC		0.10	0.10								
UNBUNDLED REMOTE CALL FORWARDING - Bus																
	Unbundled Remote Call Forwarding Service, Area Calling - Bus *			UEPVB	UERAC	1.52	2.31	2.21				15.20				
	Unbundled Remote Call Forwarding Service, Local Calling - Bus *			UEPVB	UERLC	1.52	2.31	2.21				15.20				
	Unbundled Remote Call Forwarding Service, InterLATA - Bus *			UEPVB	UERTE	1.52	2.31	2.21				15.20				
	Unbundled Remote Call Forwarding Service, IntraLATA - Bus *			UEPVB	UERTR	1.52	2.31	2.21				15.20				
	Unbundled Remote Call Forwarding Service Expanded and Exception Local Calling *			UEPVB	UERVJ	1.52	2.31	2.21				15.20				
Non-Recurring																
	Unbundled Remote Call Forwarding Service - Conversion - Switch-as-is			UEPVB	USAC2		0.10	0.10				15.20				
	Unbundled Remote Call Forwarding Service - Conversion with allowed change (PIC and LPIC)			UEPVB	USACC		0.10	0.10								

Note: * The First and Additional nonrecurring charge will not be charged for additional paths for URCF Service.

UNEs - Mississippi

CATEGORY		RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($) Rec	Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First	Nonrecurring Disconnect Add'l	OSS RATES($) 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 LOCAL EXCHANGE SWITCHING(PORTS)																	
	UNBUNDLED	Unbundled Remote Call Forwarding Service, Area Calling, Res *															
	UNBUNDLED	Unbundled Remote Call Forwarding Service, Local Calling - Res *															
		Unbundled Remote Call Forwarding Service, InterLATA - Res *			UEPVR	UERAC	1.41	2.39	2.29	1.42	1.33		15.75				
		Unbundled Remote Call Forwarding Service, IntraLATA - Res *			UEPVR	UERLC	1.41	2.39	2.29	1.42	1.33		15.75				
		Unbundled Remote Call Forwarding Service, InterLATA - Res			UEPVR	UERTE	1.41	2.39	2.29	1.42	1.33		15.75				
		Unbundled Remote Call Forwarding Service, IntraLATA - Res			UEPVR	UERTR	1.41	2.39	2.29	1.42	1.33		15.75				
	Non-Recurring																
		Unbundled Remote Call Forwarding Service - Conversion - Switch-as-is			UEPVR	USAC2		0.0988	0.0988				15.75				
		Unbundled Remote Call Forwarding Service - Conversion with allowed change (PIC and LPIC)			UEPVR	USACC		0.0988	0.0988								
		Unbundled Remote Call Forwarding Service, Area Calling - Bus *															
	UNBUNDLED	Unbundled Remote Call Forwarding Service, Local Calling - Bus *															
		Unbundled Remote Call Forwarding Service, InterLATA - Bus *			UEPVB	UERAC	1.41	2.39	2.29	1.42	1.33		15.75				
		Unbundled Remote Call Forwarding Service, IntraLATA - Bus *			UEPVB	UERLC	1.41	2.39	2.29	1.42	1.33		15.75				
		Unbundled Remote Call Forwarding Service Expanded and Exception Local Calling *			UEPVB	UERTE	1.41	2.39	2.29	1.42	1.33		15.75				
		Unbundled Remote Call Forwarding Service, IntraLATA - Bus			UEPVB	UERTR	1.41	2.39	2.29	1.42	1.33		15.75				
		Unbundled Remote Call Forwarding Service Expanded and Exception Local Calling			UEPVB	UERVJ	1.41	2.39	2.29	1.42	1.33		15.75				
	Non-Recurring																
		Unbundled Remote Call Forwarding Service - Conversion - Switch-as-is			UEPVB	USAC2		0.0988	0.0988				15.75				
		Unbundled Remote Call Forwarding Service - Conversion with allowed change (PIC and LPIC)			UEPVB	USACC		0.0988	0.0988								
	Note: * The First and Additional nonrecurring charge will not be charged for additional paths for URCF Service.																

UNEs - North Carolina

CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($) Rec	Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First	Nonrecurring Disconnect Add'l	OSS RATES($) Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
											SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL EXCHANGE SWITCHING(PORTS)																
	UNBUNDLED PORT WITH REMOTE CALL FORWARDING CAPABILITY															
	UNBUNDLED REMOTE CALL FORWARDING SERVICE - RESIDENCE															
	Unbundled Remote Call Forwarding Service, Area Calling, Res *			UEPVR	UERAC	2.19	21.60	21.60					26.94	12.76		
	Unbundled Remote Call Forwarding Service, Local Calling - Res *			UEPVR	UERLC	2.19	21.60	21.60					26.94	12.76		
	Unbundled Remote Call Forwarding Service, InterLATA - Res *			UEPVR	UERTE	2.19	21.60	21.60					26.94	12.76		
	Unbundled Remote Call Forwarding Service, IntraLATA - Res *			UEPVR	UERTR	2.19	21.60	21.60					26.94	12.76		
	Non-Recurring															
	Unbundled Remote Call Forwarding Service - Conversion - Switch-as-is			UEPVR	USAC2		2.77	0.40					26.94	12.76		
	Unbundled Remote Call Forwarding Service - Conversion with allowed change (PIC and LPIC)			UEPVR	USACC		2.77	0.40								
	UNBUNDLED REMOTE CALL FORWARDING - Bus															
	Unbundled Remote Call Forwarding Service, Area Calling - Bus *			UEPVB	UERAC	2.19	21.60	21.60					26.94	12.76		
	Unbundled Remote Call Forwarding Service, Local Calling - Bus *			UEPVB	UERLC	2.19	21.60	21.60					26.94	12.76		
	Unbundled Remote Call Forwarding Service, InterLATA - Bus *			UEPVB	UERTE	2.19	21.60	21.60					26.94	12.76		
	Unbundled Remote Call Forwarding Service, IntraLATA - Bus *			UEPVB	UERTR	2.19	21.60	21.60					26.94	12.76		
	Unbundled Remote Call Forwarding Service Expanded and Exception Local Calling *			UEPVB	UERVJ	2.19	21.60	21.60					26.94	12.76		
	Non-Recurring															
	Unbundled Remote Call Forwarding Service - Conversion - Switch-as-is			UEPVB	USAC2		2.77	0.40					26.94	12.76		
	Unbundled Remote Call Forwarding Service - Conversion with allowed change (PIC and LPIC)			UEPVB	USACC		2.77	0.40								

Note: * The First and Additional nonrecurring charge will not be charged for additional paths for URCF Service.

UNEs - South Carolina

CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($) Rec	Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First	Nonrecurring Disconnect Add'l	OSS RATES($) 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 LOCAL EXCHANGE SWITCHING(PORTS)																
UNBUNDLED PORT WITH REMOTE CALL FORWARDING CAPABILITY																
UNBUNDLED REMOTE CALL FORWARDING SERVICE - RESIDENCE																
	Unbundled Remote Call Forwarding Service, Area Calling, Res *			UEPVR	UERAC	1.65	2.38	2.28	1.42	1.33		15.69				
	Unbundled Remote Call Forwarding Service, Local Calling - Res *			UEPVR	UERLC	1.65	2.38	2.28	1.42	1.33		15.69				
	Unbundled Remote Call Forwarding Service, InterLATA - Res *			UEPVR	UERTE	1.65	2.38	2.28	1.42	1.33		15.69				
	Unbundled Remote Call Forwarding Service, IntraLATA - Res *			UEPVR	UERTR	1.65	2.38	2.28	1.42	1.33		15.69				
Non-Recurring																
	Unbundled Remote Call Forwarding Service - Conversion - Switch-as-is			UEPVR	USAC2		0.10	0.10				15.69				
	Unbundled Remote Call Forwarding Service - Conversion with allowed change (PIC and LPIC)			UEPVR	USACC		0.10	0.10								
UNBUNDLED REMOTE CALL FORWARDING - Bus																
	Unbundled Remote Call Forwarding Service, Area Calling - Bus *			UEPVB	UERAC	1.65	2.38	2.28	1.42	1.33		15.69				
	Unbundled Remote Call Forwarding Service, Local Calling - Bus *			UEPVB	UERLC	1.65	2.38	2.28	1.42	1.33		15.69				
	Unbundled Remote Call Forwarding Service, InterLATA - Bus *			UEPVB	UERTE	1.65	2.38	2.28	1.42	1.33		15.69				
	Unbundled Remote Call Forwarding Service, IntraLATA - Bus *			UEPVB	UERTR	1.65	2.38	2.28	1.42	1.33		15.69				
	Unbundled Remote Call Forwarding Service Expanded and Exception Local Calling *			UEPVB	UERVJ	1.65	2.38	2.28	1.42	1.33		15.69				
Non-Recurring																
	Unbundled Remote Call Forwarding Service - Conversion - Switch-as-is			UEPVB	USAC2		0.10	0.10				15.69				
	Unbundled Remote Call Forwarding Service - Conversion with allowed change (PIC and LPIC)			UEPVB	USACC		0.10	0.10								

Note: * The First and Additional nonrecurring charge will not be charged for additional paths for URCF Service.

UNEs - Tennessee

Attachment 2 | Exhibit C

CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($) Rec	Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First	Nonrecurring Disconnect Add'l	OSS RATES($) 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 LOCAL EXCHANGE SWITCHING(PORTS)																
UNBUNDLED PORT WITH REMOTE CALL FORWARDING CAPABILITY																
UNBUNDLED REMOTE CALL FORWARDING SERVICE - RESIDENCE																
	Unbundled Remote Call Forwarding Service, Area Calling, Res *			UEPVR	UERAC	1.89	9.93	9.19	3.66	2.92			20.35	10.54	13.32	1.40
	Unbundled Remote Call Forwarding Service, Local Calling - Res *			UEPVR	UERLC	1.89	9.93	9.19	3.66	2.92			20.35	10.54	13.32	1.40
	Unbundled Remote Call Forwarding Service, InterLATA - Res *			UEPVR	UERTE	1.89	9.93	9.19	3.66	2.92			20.35	10.54	13.32	1.40
	Unbundled Remote Call Forwarding Service, IntraLATA - Res *			UEPVR	UERTR	1.89	9.93	9.19	3.66	2.92			20.35	10.54	13.32	1.40
Non-Recurring																
	Unbundled Remote Call Forwarding Service - Conversion - Switch-as-is			UEPVR	USAC2		1.03	0.29					20.35	10.54	13.32	1.40
	Unbundled Remote Call Forwarding Service - Conversion with allowed change (PIC and LPIC)			UEPVR	USACC		1.03	0.29								
UNBUNDLED REMOTE CALL FORWARDING - Bus																
	Unbundled Remote Call Forwarding Service, Area Calling - Bus *			UEPVB	UERAC	1.89	9.93	9.19	3.66	2.92			20.35	10.54	13.32	1.40
	Unbundled Remote Call Forwarding Service, Local Calling - Bus *			UEPVB	UERLC	1.89	9.93	9.19	3.66	2.92			20.35	10.54	13.32	1.40
	Unbundled Remote Call Forwarding Service, InterLATA - Bus *			UEPVB	UERTE	1.89	9.93	9.19	3.66	2.92			20.35	10.54	13.32	1.40
	Unbundled Remote Call Forwarding Service, IntraLATA - Bus *			UEPVB	UERTR	1.89	9.93	9.19	3.66	2.92			20.35	10.54	13.32	1.40
	Unbundled Remote Call Forwarding Service Expanded and Exception Local Calling *			UEPVB	UERVJ	1.89	9.93	9.19	3.66	2.92			20.35	10.54	13.32	1.40
Non-Recurring																
	Unbundled Remote Call Forwarding Service - Conversion - Switch-as-is			UEPVB	USAC2		1.03	0.29					20.35	10.54	13.32	1.40
	Unbundled Remote Call Forwarding Service - Conversion with allowed change (PIC and LPIC)			UEPVB	USACC		1.03	0.29								

Note: * The First and Additional nonrecurring charge will not be charged for additional paths for URCF Service.

AMENDMENT
TO THE
AGREEMENT BETWEEN
BIRCH TELECOM OF THE SOUTH, INC.
AND
BELLSOUTH TELECOMMUNICATIONS, INC.
DATED JULY 14, 2000

Pursuant to this Amendment, (the "Amendment"), Birch Telecom of the South, Inc., ("Birch"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated July 14, 2000 ("Agreement") to be effective the date of the last signature executing the Amendment.

WHEREAS, BellSouth and Birch entered into the Agreement on July 14, 2000, 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 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.

2. All of the other provisions of the Agreement, dated July 14, 2000, shall remain in full force and effect.

3. Either or both of the Parties is authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

4. Neither party waives any right to seek clarification from the Commission regarding retroactive application of the rates contained in this Amendment.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below.

Birch Telecom of the South, Inc.	BellSouth Telecommunications, Inc.
By: John Ivanuska	By: Elizabeth R.A. Shiroishi
Name: JOHN IVANUSKA	Name: Elizabeth R.A. Shiroishi
Title: VP, REGULATORY & CARRIER RELATIONS	Title: Assistant Director
Date: 9/3/02	Date: 9/4/02

UNBUNDLED NETWORK ELEMENTS - Alabama

CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($) Rec	Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First	Nonrecurring Disconnect Add'l	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 2 Incremental Charge - Manual Svc Order vs. Electronic- 1st	Attachment: 2 Incremental Charge - Manual Svc Order vs. Electronic- Add'l	Exhibit: B Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Exhibit: B Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l
											OSS Rates($)					
											SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	The "Zone" shown in the sections for stand-alone loops or loops as part of a combination refers to Geographically Deaveraged UNE Zones. To view Geographically Deaveraged UNE Zone Designations by Central Office, refer to Internet Website: http://www.interconnection.bellsouth.com/become_a_clec/html/interconnection.htm															
UNBUNDLED LOCAL EXCHANGE SWITCHING(PORTS)																
	Exchange Ports															
	NOTE: Although the Port Rate includes all available features in GA, KY, LA & TN, the desired features will need to be ordered using retail USOCs															
	2-WIRE VOICE GRADE LINE PORT RATES (RES)															
	Alabama Extended Local Dialing Port without Caller ID capability			UEPSR	UEPWA	1.38	2.38	2.27	1.42	1.33			15.66			
	Low Usage Line Port without Caller ID capability			UEPSR	UEPRT	1.38	2.38	2.27	1.42	1.33			15.66			
	FEATURES															
	All Available Vertical Features			UEPSR	UEPVF	1.98	0.00	0.00					15.66			
	2-WIRE VOICE GRADE LINE PORT RATES (BUS)															
	Alabama Extended Local Dialing Port without Caller ID capability			UEPSB	UEPWB	1.38	2.38	2.27	1.42	1.33			15.66			
	Incoming Only without Caller ID capability			UEPSB	UEPBE	1.38	2.38	2.27	1.42	1.33			15.66			
	FEATURES															
	All Available Vertical Features			UEPSB	UEPVF	1.98	0.00	0.00					15.66			
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. Additional NRCs may apply also and are categorized accordingly.															
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)															
	UNE Port/Loop Combination Rates															
	2-Wire VG Loop/Port Combo - Zone 1		1			12.70										
	2-Wire VG Loop/Port Combo - Zone 2		2			21.19										
	2-Wire VG Loop/Port Combo - Zone 3		3			34.80										
	UNE Loop Rates															
	2-Wire Voice Grade Loop (SL1) - Zone 1		1	UEPRX	UEPLX	11.55										
	2-Wire Voice Grade Loop (SL1) - Zone 2		2	UEPRX	UEPLX	20.04										
	2-Wire Voice Grade Loop (SL1) - Zone 3		3	UEPRX	UEPLX	33.65										
	2-Wire Voice Grade Line Port Rates (Res)															
	Alabama Extended Local Dialing Port without Caller ID capability			UEPRX	UEPWA	1.15	40.19	19.83	24.91	6.63			15.66			
	Low Usage Line Port without Caller ID capability			UEPRX	UEPRT	1.15	40.19	19.83	24.91	6.63			15.66			
	FEATURES															

UNBUNDLED NETWORK ELEMENTS - Alabama

CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($) Rec	Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First	Nonrecurring Disconnect Add'l	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 2 Incremental Charge - Manual Svc Order vs. Electronic- 1st	Attachment: 2 Incremental Charge - Manual Svc Order vs. Electronic- Add'l	Exhibit: B Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Exhibit: B Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l
											OSS Rates($)					
											SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	All Features Offered			UEPRX	UEPVF	1.98	0.00	0.00					15.66			
LOCAL NUMBER PORTABILITY																
	Local Number Portability (1 per port)			UEPRX	LNPCX	0.35										
NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED																
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch-as-is			UEPRX	USAC2		0.10	0.10					15.66			
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch with change			UEPRX	USACC		2.80	0.41					15.66			
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Subsequent Database Update						1.44						15.66			
ADDITIONAL NRCs																
	2-Wire Voice Grade Loop/Line Port Combination - Subsequent Activity			UEPRX	USAS2	0.00	0.00	0.00					15.66			
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)																
UNE Port/Loop Combination Rates																
	2-Wire VG Loop/Port Combo - Zone 1		1			12.70										
	2-Wire VG Loop/Port Combo - Zone 2		2			21.19										
	2-Wire VG Loop/Port Combo - Zone 3		3			34.80										
UNE Loop Rates																
	2-Wire Voice Grade Loop (SL1) - Zone 1		1	UEPBX	UEPLX	11.55										
	2-Wire Voice Grade Loop (SL1) - Zone 2		2	UEPBX	UEPLX	20.04										
	2-Wire Voice Grade Loop (SL1) - Zone 3		3	UEPBX	UEPLX	33.65										
2-Wire Voice Grade Line Port (Bus)																
	Alabama Extended Local Dialing Port without Caller ID capability			UEPBX	UEPWB	1.15	40.19	19.83	24.91	6.63			15.66			
	Incoming Only without Caller ID capability			UEPBX	UEPBE	1.15	40.19	19.83	24.91	6.63			15.66			
LOCAL NUMBER PORTABILITY																
	Local Number Portability (1 per port)			UEPBX	LNPCX	0.35										
FEATURES																
	All Features Offered			UEPBX	UEPVF	1.98	0.00	0.00					15.66			
NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED																
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch-as-is			UEPBX	USAC2		0.10	0.10					15.66			
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch with change			UEPBX	USACC		2.80	0.41					15.66			
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Subsequent Database Update						1.44						15.66			
ADDITIONAL NRCs																
	2-Wire Voice Grade Loop/Line Port Combination - Subsequent Activity			UEPBX	USAS2		0.00	0.00					15.66			

UNBUNDLED NETWORK ELEMENTS - Florida

CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($) Rec	Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First	Nonrecurring Disconnect Add'l	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 2 Incremental Charge - Manual Svc Order vs. Electronic- 1st	Attachment: 2 Incremental Charge - Manual Svc Order vs. Electronic- Add'l	Exhibit: B Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Exhibit: B Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l
											OSS Rates($)					
											SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	The "Zone" shown in the sections for stand-alone loops or loops as part of a combination refers to Geographically Deaveraged UNE Zones. To view Geographically Deaveraged UNE Zone Designations by Central Office, refer to Internet Website: http://www.interconnection.bellsouth.com/become_a_clec/html/interconnection.htm															
UNBUNDLED LOCAL EXCHANGE SWITCHING(PORTS)																
	Exchange Ports															
	NOTE: Although the Port Rate includes all available features in GA, KY, LA & TN, the desired features will need to be ordered using retail USOCs															
	2-WIRE VOICE GRADE LINE PORT RATES (RES)															
	Florida Area Calling Port without Caller ID capability			UEPSR	UEPA9	1.40	3.74	3.63	1.88	1.80			11.90			
	Florida Extended Dialing for use with CREX7 and Caller ID			UEPSR	UEPA1	1.40	3.74	3.63	1.88	1.80			11.90			
	Florida Extended Dialing for use with CREX7 and without Caller ID capability			UEPSR	UEPA8	1.40	3.74	3.63	1.88	1.80			11.90			
	Low Usage Line Port without Caller ID capability			UEPSR	UEPRT	1.40	3.74	3.63	1.88	1.80			11.90			
	FEATURES															
	All Available Vertical Features			UEPSR	UEPVF	2.26	0.00	0.00					11.90			
	2-WIRE VOICE GRADE LINE PORT RATES (BUS)															
	Incoming Only without Caller ID capability			UEPSB	UEPBE	1.40	3.74	3.63	1.88	1.80			11.90			
	FEATURES															
	All Available Vertical Features			UEPSB	UEPVF	2.26	0.00	0.00					11.90			
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. Additional NRCs may apply also and are categorized accordingly.															
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)															
	UNE Port/Loop Combination Rates															
	2-Wire VG Loop/Port Combo - Zone 1		1			14.11										
	2-Wire VG Loop/Port Combo - Zone 2		2			18.23										
	2-Wire VG Loop/Port Combo - Zone 3		3			33.04										
	UNE Loop Rates															
	2-Wire Voice Grade Loop (SL1) - Zone 1		1	UEPRX	UEPLX	12.94										
	2-Wire Voice Grade Loop (SL1) - Zone 2		2	UEPRX	UEPLX	17.06										
	2-Wire Voice Grade Loop (SL1) - Zone 3		3	UEPRX	UEPLX	31.87										
	2-Wire Voice Grade Line Port Rates (Res)															
	Florida Area Calling Port without Caller ID capability			UEPRX	UEPA9	1.17	53.31	26.46					11.90			
	Florida Extended Dialing for use with CREX7 and Caller ID			UEPRX	UEPA1	1.17	53.31	26.46					11.90			
	Florida Extended Dialing for use with CREX7 and without Caller ID capability			UEPRX	UEPA8	1.17	53.31	26.46					11.90			

UNBUNDLED NETWORK ELEMENTS - Florida

CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($) Rec	Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First	Nonrecurring Disconnect Add'l	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 2 Incremental Charge - Manual Svc Order vs. Electronic- 1st	Attachment: 2 Incremental Charge - Manual Svc Order vs. Electronic- Add'l	Exhibit: B Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Exhibit: B Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l
											OSS Rates($)					
											SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	Low Usage Line Port without Caller ID capability			UEPRX	UEPRT	1.17	53.31	26.46					11.90			
FEATURES																
	All Features Offered			UEPRX	UEPVF	2.26	0.00	0.00					11.90			
LOCAL NUMBER PORTABILITY																
	Local Number Portability (1 per port)			UEPRX	LNPCX	0.35										
NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED																
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch-as-is			UEPRX	USAC2		0.102	0.102					11.90			
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch with change			UEPRX	USACC		0.102	0.102					11.90			
ADDITIONAL NRCs																
	2-Wire Voice Grade Loop/Line Port Combination - Subsequent Activity			UEPRX	USAS2	0.00	0.00	0.00					11.90			
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)																
UNE Port/Loop Combination Rates																
	2-Wire VG Loop/Port Combo - Zone 1		1			14.11										
	2-Wire VG Loop/Port Combo - Zone 2		2			18.23										
	2-Wire VG Loop/Port Combo - Zone 3		3			33.04										
UNE Loop Rates																
	2-Wire Voice Grade Loop (SL1) - Zone 1		1	UEPBX	UEPLX	12.94										
	2-Wire Voice Grade Loop (SL1) - Zone 2		2	UEPBX	UEPLX	17.06										
	2-Wire Voice Grade Loop (SL1) - Zone 3		3	UEPBX	UEPLX	31.87										
2-Wire Voice Grade Line Port (Bus)																
	Incoming Only without Caller ID capability			UEPBX	UEPBE	1.17	53.31	26.46					11.90			
LOCAL NUMBER PORTABILITY																
	Local Number Portability (1 per port)			UEPBX	LNPCX	0.35										
FEATURES																
	All Features Offered			UEPBX	UEPVF	2.26	0.00	0.00					11.90			
NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED																
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch-as-is			UEPBX	USAC2		0.102	0.102					11.90			
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch with change			UEPBX	USACC		0.102	0.102					11.90			
ADDITIONAL NRCs																
	2-Wire Voice Grade Loop/Line Port Combination - Subsequent Activity			UEPBX	USAS2	0.00	0.00	0.00					11.90			

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. 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.

UNBUNDLED NETWORK ELEMENTS - Florida

CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($) Rec	Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First	Nonrecurring Disconnect Add'l	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 2 Incremental Charge - Manual Svc Order vs. Electronic- 1st	Attachment: 2 Incremental Charge - Manual Svc Order vs. Electronic- Add'l	Exhibit: B Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Exhibit: B Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l
											OSS Rates($)					
											SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	> 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															
	> For Not Currently Combined scenarios where Market Rates apply, 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)															
	UNE Port/Loop Combination Rates															
	2-Wire VG Loop/Port Combo - Zone 1		1			26.94										
	2-Wire VG Loop/Port Combo - Zone 2		2			31.06										
	2-Wire VG Loop/Port Combo - Zone 3		3			45.87										
	UNE Loop Rates															
	2-Wire Voice Grade Loop (SL1) - Zone 1		1	UEPRX	UEPLX	17.06										
	2-Wire Voice Grade Loop (SL1) - Zone 2		2	UEPRX	UEPLX	31.87										
	2-Wire Voice Grade Loop (SL1) - Zone 3		3	UEPRX	UEPLX											
	2-Wire Voice Grade Line Port (Res)															
	Florida Area Calling Port without Caller ID capability			UEPRX	UEPA9	14.00	90.00	90.00					11.90			
	Florida Extended Dialing for use with CREX7 and Caller ID			UEPRX	UEPA1	14.00	90.00	90.00					11.90			
	Florida Extended Dialing for use with CREX7 and without Caller ID capability			UEPRX	UEPA8	14.00	90.00	90.00					11.90			
	Low Usage Line Port without Caller ID capability			UEPRX	UEPRT	14.00	90.00	90.00					11.90			
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPRX	LNPCX	0.35										
	FEATURES															
	All Features Offered			UEPRX	UEPVF	0.00	0.00	0.00								
	NONRECURRING CHARGES - CURRENTLY COMBINED															
	2-Wire Voice Grade Loop / Line Port Combination - Switch-as-is			UEPRX	USAC2		41.50	41.50					11.90			
	2-Wire Voice Grade Loop / Line Port Combination - Switch with change			UEPRX	USACC		41.50	41.50					11.90			
	ADDITIONAL NRCs															
	NRC - 2-Wire Voice Grade Loop/Line Port Combination - Subsequent			UEPRX	USAS2		0.00	0.00					11.90			
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)															
	UNE Port/Loop Combination Rates															
	2-Wire VG Loop/Port Combo - Zone 1		1			26.94										
	2-Wire VG Loop/Port Combo - Zone 2		2			31.06										
	2-Wire VG Loop/Port Combo - Zone 3		3			45.87										
	UNE Loop Rates															
	2-Wire Voice Grade Loop (SL1) - Zone 1		1	UEPBX	UEPLX	12.94										
	2-Wire Voice Grade Loop (SL1) - Zone 2		2	UEPBX	UEPLX	17.06										
	2-Wire Voice Grade Loop (SL1) - Zone 3		3	UEPBX	UEPLX	31.87										
	2-Wire Voice Grade Line Port (Bus)															
	Incoming Only without Caller ID capability			UEPBX	UEPBE	14.00	90.00	90.00					11.90			
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPBX	LNPCX	0.35										

UNBUNDLED NETWORK ELEMENTS - Florida

CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($) Rec	Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First	Nonrecurring Disconnect Add'l	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 2 Incremental Charge - Manual Svc Order vs. Electronic- 1st	Attachment: 2 Incremental Charge - Manual Svc Order vs. Electronic- Add'l	Exhibit: B Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Exhibit: B Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l
											OSS Rates($) SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
FEATURES																
	All Features Offered			UEPBX	UEPVF	0.00	0.00	0.00								
NONRECURRING CHARGES - CURRENTLY COMBINED																
	2-Wire Voice Grade Loop / Line Port Combination - Switch-as-is			UEPBX	USAC2		41.50	41.50					11.90			
	2-Wire Voice Grade Loop / Line Port Combination - Switch with change			UEPBX	USACC		41.50	41.50					11.90			
ADDITIONAL NRCs																
	NRC - 2-Wire Voice Grade Loop/Line Port Combination - Subsequent			UEPBX	USAS2		0.00	0.00					11.90			

UNBUNDLED NETWORK ELEMENTS - Georgia

CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($) Rec	Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First	Nonrecurring Disconnect Add'l	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 2 Incremental Charge - Manual Svc Order vs. Electronic-1st	Attachment: 2 Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Exhibit: B Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Exhibit: B Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
											OSS Rates($)					
											SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	The "Zone" shown in the sections for stand-alone loops or loops as part of a combination refers to Geographically Deaveraged UNE Zones. To view Geographically Deaveraged UNE Zone Designations by Central Office, refer to Internet Website: http://www.interconnection.bellsouth.com/become_a_clec/html/interconnection.htm															
UNBUNDLED LOCAL EXCHANGE SWITCHING(PORTS)																
	Exchange Ports															
	NOTE: Although the Port Rate includes all available features in GA, KY, LA & TN, the desired features will need to be ordered using retail USOCs															
	2-WIRE VOICE GRADE LINE PORT RATES (RES)															
	2-Wire Voice Grade Georgia Basic Dialing Port without Caller ID capability			UEPSR	UEPWC	1.85	17.16	17.16					18.94	8.42		
	2-Wire Voice Grade Georgia Basic Dialing Port for use with Caller ID			UEPSR	UEPWQ	1.85	17.16	17.16					18.94	8.42		
	2-Wire voice unbundled Georgia basic dialing port - outgoing only			UEPSR	UEPWR	1.85	17.16	17.16					18.94	8.42		
	Low Usage Line Port without Caller ID capability			UEPSR	UEPRT	1.85	17.16	17.16					18.94	8.42		
	FEATURES															
	All Available Vertical Features			UEPSR	UEPVF	0.00	0.00	0.00					18.94	8.42		
	2-WIRE VOICE GRADE LINE PORT RATES (BUS)															
	2-Wire voice unbundled Georgia basic dialing port without Caller ID - bus			UEPSB	UEPWD	1.85	17.16	17.16					18.94	8.42		
	2-Wire voice unbundled Georgia basic dialing port with Caller ID - bus			UEPSB	UEPWP	1.85	17.16	17.16					18.94	8.42		
	Incoming Only without Caller ID capability			UEPSB	UEPBE	1.85	17.16	17.16					18.94	8.42		
	FEATURES															
	All Available Vertical Features			UEPSB	UEPVF	0.00	0.00	0.00					18.94	8.42		
	EXCHANGE PORT RATES (DID & PBX)															
	2-Wire voice unbundled Georgia basic dialing port - 2-way PBX Trunk			UEPSE	UEPPQ	1.85	17.16	17.16					18.94	8.42		
	2-Wire voice unbundled Georgia basic dialing port - 1-Way Outdial Trunk			UEPSP	UEPWS	1.85	17.16	17.16					18.94	8.42		
	2-Wire voice unbundled Georgia basic dialing port - 2-Way Trunk			UEPSP	UEPWT	1.85	17.16	17.16					18.94	8.42		
	FEATURES															
	All Available Vertical Features			UEPSP UEPSE	UEPVF	0.00	0.00	0.00					18.94	8.42		
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.															

UNBUNDLED NETWORK ELEMENTS - Georgia

CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($) Rec	Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First	Nonrecurring Disconnect Add'l	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 2 Incremental Charge - Manual Svc Order vs. Electronic-1st	Attachment: 2 Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Exhibit: B Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Exhibit: B Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
											OSS Rates($)					
											SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	> 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.															
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)															
	UNE Port/Loop Combination Rates															
	2-Wire VG Loop/Port Combo - Zone 1		1			12.59										
	2-Wire VG Loop/Port Combo - Zone 2		2			14.26										
	2-Wire VG Loop/Port Combo - Zone 3		3			21.62										
	UNE Loop Rates															
	2-Wire Voice Grade Loop (SL1) - Zone 1		1	UEPRX	UEPLX	10.80										
	2-Wire Voice Grade Loop (SL1) - Zone 2		2	UEPRX	UEPLX	12.47										
	2-Wire Voice Grade Loop (SL1) - Zone 3		3	UEPRX	UEPLX	19.83										
	2-Wire Voice Grade Line Port Rates (Res)															
	2-Wire Voice Grade Georgia Basic Dialing Port without Caller ID capability			UEPRX	UEPWC	1.79	22.14	15.25	8.45	3.91			33.67	7.88	11.17	3.91
	2-Wire Voice Grade Georgia Basic Dialing Port for use with Caller ID			UEPRX	UEPWQ	1.79	22.14	15.25	8.45	3.91			33.67	7.88	11.17	3.91
	2-Wire voice unbundled Georgia basic dialing port - outgoing only			UEPRX	UEPWR	1.79	22.14	15.25	8.45	3.91			33.67	7.88	11.17	3.91
	Low Usage Line Port without Caller ID capability			UEPRX	UEPRT	1.79	22.14	15.25	8.45	3.91			33.67	7.88	11.17	3.91
	FEATURES															
	All Features Offered			UEPRX	UEPVF	0.00	0.00	0.00					33.67	7.88	11.17	3.91
	LOCAL NUMBER PORTABILITY															
	Local Number Portability - per port			UEPRX	LNPCX	0.35										
	NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED															
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch-as is			UEPRX	USAC2		2.01	0.3108					33.67	7.88	11.17	3.91
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch with change			UEPRX	USACC		2.01	0.3108					33.67	7.88	11.17	3.91
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Subsequent Database Update															
	ADDITIONAL NRCs															
	2-Wire Voice Grade Loop/Line Port Combination - Subsequent Activity			UEPRX	USAS2	0.00	0.00	0.00					33.67	7.88	11.17	3.91
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)															
	UNE Port/Loop Combination Rates															
	2-Wire VG Loop/Port Combo - Zone 1		1			12.59										
	2-Wire VG Loop/Port Combo - Zone 2		2			14.26										
	2-Wire VG Loop/Port Combo - Zone 3		3			21.62										
	UNE Loop Rates															
	2-Wire Voice Grade Loop (SL1) - Zone 1		1	UEPBX	UEPLX	10.80										
	2-Wire Voice Grade Loop (SL1) - Zone 2		2	UEPBX	UEPLX	12.47										
	2-Wire Voice Grade Loop (SL1) - Zone 3		3	UEPBX	UEPLX	19.83										
	2-Wire Voice Grade Line Port (Bus)															

UNBUNDLED NETWORK ELEMENTS - Georgia

CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($) Rec	Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First	Nonrecurring Disconnect Add'l	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 2 Incremental Charge - Manual Svc Order vs. Electronic-1st	Attachment: 2 Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Exhibit: B Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Exhibit: B Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
											OSS Rates($)					
											SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	2-Wire voice unbundled Georgia basic dialing port without Caller ID - bus			UEPBX	UEPWD	1.79	22.14	15.25	8.45	3.91			33.67	7.88	11.17	3.91
	2-Wire voice unbundled Georgia basic dialing port with Caller ID - bus			UEPBX	UEPWP	1.79	22.14	15.25	8.45	3.91			33.67	7.88	11.17	3.91
	Incoming Only without Caller ID capability			UEPBX	UEPBE	1.79	22.14	15.25	8.45	3.91			33.67	7.88	11.17	3.91
LOCAL NUMBER PORTABILITY																
	Local Number Portability (1 per port)			UEPBX	LNPCX	0.35										
FEATURES																
	All Features Offered			UEPBX	UEPVF	0.00	0.00	0.00					33.67	7.88	11.17	3.91
NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED																
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch-as-is			UEPBX	USAC2		2.01	0.3108					33.67	7.88	11.17	3.91
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch with change			UEPBX	USACC		2.01	0.3108					33.67	7.88	11.17	3.91
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Subsequent Database Update															
ADDITIONAL NRCs																
	2-Wire Voice Grade Loop/Line Port Combination - Subsequent Activity			UEPBX	USAS2	0.00	0.00	0.00					33.67	7.88	11.17	3.91
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES - PBX)																
UNE Port/Loop Combination Rates																
	2-Wire VG Loop/Port Combo - Zone 1		1			12.59										
	2-Wire VG Loop/Port Combo - Zone 2		2			14.26										
	2-Wire VG Loop/Port Combo - Zone 3		3			21.62										
UNE Loop Rates																
	2-Wire Voice Grade Loop (SL 1) - Zone 1		1	UEPRG	UEPLX	10.80										
	2-Wire Voice Grade Loop (SL 1) - Zone 2		2	UEPRG	UEPLX	12.47										
	2-Wire Voice Grade Loop (SL 1) - Zone 3		3	UEPRG	UEPLX	19.83										
2-Wire Voice Grade Line Port Rates (RES - PBX)																
	2-Wire voice unbundled Georgia basic dialing port - 2-way PBX Trunk			UEPRG	UEPPQ	1.79	22.14	15.25	8.45	3.91			33.67	7.88	11.17	3.91
LOCAL NUMBER PORTABILITY																
	Local Number Portability (1 per port)			UEPRG	LNPCP	3.15										
FEATURES																
	All Features Offered			UEPRG	UEPVF	0.00	0.00	0.00					33.67	7.88	11.17	3.91
NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED																
	2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Conversion - Switch-As-Is			UEPRG	USAC2		2.01	0.3108					33.67	7.88	11.17	3.91
	2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Conversion - Switch with Change			UEPRG	USACC		2.01	0.3108					33.67	7.88	11.17	3.91
ADDITIONAL NRCs																
	2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Subsequent Activity			UEPRG	USAS2	0.00	0.00	0.00					33.67	7.88	11.17	3.91
	PBX Subsequent Activity - Change/Rearrange Multiline Hunt Group						14.64	14.64					19.99	19.99	19.99	19.99

UNBUNDLED NETWORK ELEMENTS - Georgia

CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($) Rec	Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First	Nonrecurring Disconnect Add'l	Svc Order Submitted Elec per LSR SOMEC	Svc Order Submitted Manually per LSR SOMAN	Attachment: 2 Incremental Charge - Manual Svc Order vs. Electronic-1st SOMAN	Attachment: 2 Incremental Charge - Manual Svc Order vs. Electronic-Add'l SOMAN	Exhibit: B Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st SOMAN	Exhibit: B Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l SOMAN
							OSS Rates($)									
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)															
	UNE Port/Loop Combination Rates															
	2-Wire VG Loop/Port Combo - Zone 1		1			12.59										
	2-Wire VG Loop/Port Combo - Zone 2		2			14.26										
	2-Wire VG Loop/Port Combo - Zone 3		3			21.62										
	UNE Loop Rates															
	2-Wire Voice Grade Loop (SL 1) - Zone 1		1	UEPPX	UEPLX	10.80										
	2-Wire Voice Grade Loop (SL 1) - Zone 2		2	UEPPX	UEPLX	12.47										
	2-Wire Voice Grade Loop (SL 1) - Zone 3		3	UEPPX	UEPLX	19.83										
	2-Wire Voice Grade Line Port Rates (BUS - PBX)															
	2-Wire voice unbundled Georgia basic dialing port - 1-Way Outdial Trunk			UEPPX	UEPWS	1.79	22.14	15.25	8.45	3.91			33.67	7.88	11.17	3.91
	2-Wire voice unbundled Georgia basic dialing port - 2-Way Trunk			UEPPX	UEPWT	1.79	22.14	15.25	8.45	3.91			33.67	7.88	11.17	3.91
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPPX	LNPCP	3.15										
	FEATURES															
	All Features Offered			UEPPX	UEPVF	0.00	0.00	0.00					33.67	7.88	11.17	3.91
	NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED															
	2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Conversion - Switch-As-Is			UEPPX	USAC2		2.01	0.3108					33.67	7.88	11.17	3.91
	2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Conversion - Switch with Change			UEPPX	USACC		2.01	0.3108					33.67	7.88	11.17	3.91
	ADDITIONAL NRCs															
	2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Subsequent Activity			UEPPX	USAS2	0.00	0.00	0.00					33.67	7.88	11.17	3.91
	PBX Subsequent Activity - Change/Rearrange Multiline Hunt Group						14.64	14.64					19.99	19.99	19.99	19.99

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. 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

> For Not Currently Combined scenarios where Market Rates apply, 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)															
	UNE Port/Loop Combination Rates															
	2-Wire VG Loop/Port Combo - Zone 1		1			24.80										
	2-Wire VG Loop/Port Combo - Zone 2		2			26.47										
	2-Wire VG Loop/Port Combo - Zone 3		3			33.83										

UNBUNDLED NETWORK ELEMENTS - Georgia													Attachment: 2		Exhibit: B	
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($)					Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates($)					
							First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNE Loop Rates																
	2-Wire Voice Grade Loop (SL1) - Zone 1		1	UEPRX	UEPLX	10.80										
	2-Wire Voice Grade Loop (SL1) - Zone 2		2	UEPRX	UEPLX	12.47										
	2-Wire Voice Grade Loop (SL1) - Zone 3		3	UEPRX	UEPLX	19.83										
2-Wire Voice Grade Line Port (Res)																
	2-Wire Voice Grade Georgia Basic Dialing Port without Caller ID capability			UEPRX	UEPWC	14.00	90.00	90.00					33.67	7.88	11.17	3.91
	2-Wire Voice Grade Georgia Basic Dialing Port for use with Caller ID			UEPRX	UEPWQ	14.00	90.00	90.00					33.67	7.88	11.17	3.91
	2-Wire voice unbundled Georgia basic dialing port - outgoing only			UEPRX	UEPWR	14.00	90.00	90.00					33.67	7.88	11.17	3.91
	Low Usage Line Port without Caller ID capability			UEPRX	UEPRT	14.00	90.00	90.00					33.67	7.88	11.17	3.91
LOCAL NUMBER PORTABILITY																
	Local Number Portability (1 per port)			UEPRX	LNPCX	0.35										
FEATURES																
	All Features Offered			UEPRX	UEPVF	0.00	0.00	0.00					33.67	7.88	11.17	3.91
NONRECURRING CHARGES - CURRENTLY COMBINED																
	2-Wire Voice Grade Loop / Line Port Combination - Switch-as-is			UEPRX	USAC2	0.00	41.50	41.50					33.67	7.88	11.17	3.91
	2-Wire Voice Grade Loop / Line Port Combination - Switch with change			UEPRX	USACC		41.50	41.50					33.67	7.88	11.17	3.91
ADDITIONAL NRCs																
	NRC - 2-Wire Voice Grade Loop/Line Port Combination - Subsequent			UEPRX	USAS2		0.00	0.00					33.67	7.88	11.17	3.91
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)																
UNE Port/Loop Combination Rates																
	2-Wire VG Loop/Port Combo - Zone 1		1			24.80										
	2-Wire VG Loop/Port Combo - Zone 2		2			26.47										
	2-Wire VG Loop/Port Combo - Zone 3		3			33.83										
UNE Loop Rates																
	2-Wire Voice Grade Loop (SL1) - Zone 1		1	UEPBX	UEPLX	10.80										
	2-Wire Voice Grade Loop (SL1) - Zone 2		2	UEPBX	UEPLX	12.47										
	2-Wire Voice Grade Loop (SL1) - Zone 3		3	UEPBX	UEPLX	19.83										
2-Wire Voice Grade Line Port (Bus)																
	2-Wire voice unbundled Georgia basic dialing port without Caller ID - bus			UEPBX	UEPWD	14.00	90.00	90.00					33.67	7.88	11.17	3.91
	2-Wire voice unbundled Georgia basic dialing port with Caller ID - bus			UEPBX	UEPWP	14.00	90.00	90.00					33.67	7.88	11.17	3.91
	Incoming Only without Caller ID capability			UEPBX	UEPBE	14.00	90.00	90.00					33.67	7.88	11.17	3.91
LOCAL NUMBER PORTABILITY																
	Local Number Portability (1 per port)			UEPBX	LNPCX	0.35										
FEATURES																
	All Features Offered			UEPBX	UEPVF	0.00	0.00	0.00					33.67	7.88	11.17	3.91
NONRECURRING CHARGES - CURRENTLY COMBINED																
	2-Wire Voice Grade Loop / Line Port Combination - Switch-as-is			UEPBX	USAC2		41.50	41.50					33.67	7.88	11.17	3.91

UNBUNDLED NETWORK ELEMENTS - Georgia													Attachment: 2		Exhibit: B	
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($)					Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates($)					
							First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	2-Wire Voice Grade Loop / Line Port Combination - Switch with change			UEPBX	USACC		41.50	41.50					33.67	7.88	11.17	3.91
ADDITIONAL NRCs																
	NRC - 2-Wire Voice Grade Loop/Line Port Combination - Subsequent			UEPBX	USAS2		0.00	0.00					33.67	7.88	11.17	3.91
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES - PBX)																
UNE Port/Loop Combination Rates																
	2-Wire VG Loop/Port Combo - Zone 1		1			24.80										
	2-Wire VG Loop/Port Combo - Zone 2		2			26.47										
	2-Wire VG Loop/Port Combo - Zone 3		3			33.83										
UNE Loop Rates																
	2-Wire Voice Grade Loop (SL 1) - Zone 1		1	UEPRG	UEPLX	10.80										
	2-Wire Voice Grade Loop (SL 1) - Zone 2		2	UEPRG	UEPLX	12.47										
	2-Wire Voice Grade Loop (SL 1) - Zone 3		3	UEPRG	UEPLX	19.83										
2-Wire Voice Grade Line Port Rates (RES - PBX)																
	2-Wire voice unbundled Georgia basic dialing port - 2-way PBX Trunk			UEPRG	UEPPQ	14.00	90.00	90.00					33.67	7.88	11.17	3.91
LOCAL NUMBER PORTABILITY																
	Local Number Portability (1 per port)			UEPRG	LNPCP	3.15										
FEATURES																
	All Features Offered			UEPRG	UEPVF	0.00	0.00	0.00					33.67	7.88	11.17	3.91
NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED																
	2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Conversion - Switch-As-Is			UEPRG	USAC2		41.50	41.50					33.67	7.88	11.17	3.91
	2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Conversion - Switch with Change			UEPRG	USACC		41.50	41.50					33.67	7.88	11.17	3.91
ADDITIONAL NRCs																
	2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Subsequent Activity			UEPRG	USAS2	0.00	0.00	0.00					33.67	7.88	11.17	3.91
	PBX Subsequent Activity - Change/Rearrange Multiline Hunt Group						14.64	14.64					19.99	19.99	19.99	19.99
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)																
UNE Port/Loop Combination Rates																
	2-Wire VG Loop/Port Combo - Zone 1		1			24.80										
	2-Wire VG Loop/Port Combo - Zone 2		2			26.47										
	2-Wire VG Loop/Port Combo - Zone 3		3			33.83										
UNE Loop Rates																
	2-Wire Voice Grade Loop (SL 1) - Zone 1		1	UEPPX	UEPLX	10.80										
	2-Wire Voice Grade Loop (SL 1) - Zone 2		2	UEPPX	UEPLX	12.47										
	2-Wire Voice Grade Loop (SL 1) - Zone 3		3	UEPPX	UEPLX	19.83										
2-Wire Voice Grade Line Port Rates (BUS - PBX)																

UNBUNDLED NETWORK ELEMENTS - Georgia														Attachment: 2		Exhibit: B	
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($)					Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates($)					
							First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	2-Wire voice unbundled Georgia basic dialing port - 1-Way Outdial Trunk			UEPPX	UEPWS	14.00	22.14	15.25	8.45	3.91			33.67	7.88	11.17	3.91
	2-Wire voice unbundled Georgia basic dialing port - 2-Way Trunk			UEPPX	UEPWT	14.00	22.14	15.25	8.45	3.91			33.67	7.88	11.17	3.91
LOCAL NUMBER PORTABILITY																
	Local Number Portability (1 per port)			UEPPX	LNPCP	3.15										
FEATURES																
	All Features Offered			UEPPX	UEPVF	0.00	0.00	0.00					33.67	7.88	11.17	3.91
NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED																
	2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Conversion - Switch-As-Is			UEPPX	USAC2		41.50	41.50					33.67	7.88	11.17	3.91
	2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Conversion - Switch with Change			UEPPX	USACC		41.50	41.50					33.67	7.88	11.17	3.91
ADDITIONAL NRCs																
	2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Subsequent Activity			UEPPX	USAS2	0.00	0.00	0.00					33.67	7.88	11.17	3.91
	PBX Subsequent Activity - Change/Rearrange Multiline Hunt Group						14.64	14.64					19.99	19.99	19.99	19.99

UNBUNDLED NETWORK ELEMENTS - Kentucky													Attachment: 2		Exhibit: B	
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($)					Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates($)					
							First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	The "Zone" shown in the sections for stand-alone loops or loops as part of a combination refers to Geographically Deaveraged UNE Zones. To view Geographically Deaveraged UNE Zone Designations by Central Office, refer to Internet Website: http://www.interconnection.bellsouth.com/become_a_clec/html/interconnection.htm															
UNBUNDLED LOCAL EXCHANGE SWITCHING(PORTS)																
	Exchange Ports															
	NOTE: Although the Port Rate includes all available features in GA, KY, LA & TN, the desired features will need to be ordered using retail USOCs															
	2-WIRE VOICE GRADE LINE PORT RATES (RES)															
	Kentucky Extended Local Dialing Port without Caller ID capability			UEPSR	UEPWE	1.49	3.74	3.63	2.23	2.13		7.86				
	Low Usage Line Port without Caller ID capability			UEPSR	UEPRT	1.49	3.74	3.63	2.23	2.13		7.86				
	FEATURES															
	All Available Vertical Features			UEPSR	UEPVF	0.00	0.00	0.00				7.86				
	2-WIRE VOICE GRADE LINE PORT RATES (BUS)															
	Kentucky Extended Local Dialing Port without Caller ID capability			UEPSB	UEPWF	1.49	3.74	3.63	2.23	2.13		7.86				
	Incoming Only without Caller ID capability			UEPSB	UEPBE	1.49	3.74	3.63	2.23	2.13		7.86				
	FEATURES															
	All Available Vertical Features			UEPSB	UEPVF	0.00	0.00	0.00				7.86				
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. Additional NRCs may apply also and are categorized accordingly.															
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)															
	UNE Port/Loop Combination Rates															
	2-Wire VG Loop/Port Combo - Zone 1		1			10.79										
	2-Wire VG Loop/Port Combo - Zone 2		2			15.52										
	2-Wire VG Loop/Port Combo - Zone 3		3			31.74										
	UNE Loop Rates															
	2-Wire Voice Grade Loop (SL1) - Zone 1		1	UEPRX	UEPLX	9.64										
	2-Wire Voice Grade Loop (SL1) - Zone 2		2	UEPRX	UEPLX	14.37										
	2-Wire Voice Grade Loop (SL1) - Zone 3		3	UEPRX	UEPLX	30.59										
	2-Wire Voice Grade Line Port Rates (Res)															
	Kentucky Extended Local Dialing Port without Caller ID capability			UEPRX	UEPWE	1.15	21.29	15.49	2.85	2.67		7.86				
	Low Usage Line Port without Caller ID capability			UEPRX	UEPRT	1.15	21.29	15.49	2.85	2.67		7.86				
	FEATURES															

UNBUNDLED NETWORK ELEMENTS - Kentucky													Attachment: 2		Exhibit: B	
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($)					Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
							Nonrecurring		Nonrecurring Disconnect		OSS Rates($)					
						Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	All Features Offered			UEPRX	UEPVF	0.00	0.00	0.00				7.86				
LOCAL NUMBER PORTABILITY																
	Local Number Portability (1 per port)			UEPRX	LNPCX	0.35										
NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED																
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch-as-is			UEPRX	USAC2		0.10	0.10				7.86				
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch with change			UEPRX	USACC		0.10	0.10				7.86				
ADDITIONAL NRCs																
	2-Wire Voice Grade Loop/Line Port Combination - Subsequent Activity			UEPRX	USAS2	0.00	0.00	0.00				7.86				
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)																
UNE Port/Loop Combination Rates																
	2-Wire VG Loop/Port Combo - Zone 1		1			10.79										
	2-Wire VG Loop/Port Combo - Zone 2		2			15.52										
	2-Wire VG Loop/Port Combo - Zone 3		3			31.74										
UNE Loop Rates																
	2-Wire Voice Grade Loop (SL1) - Zone 1		1	UEPBX	UEPLX	9.64										
	2-Wire Voice Grade Loop (SL1) - Zone 2		2	UEPBX	UEPLX	14.37										
	2-Wire Voice Grade Loop (SL1) - Zone 3		3	UEPBX	UEPLX	30.59										
2-Wire Voice Grade Line Port (Bus)																
	Kentucky Extended Local Dialing Port without Caller ID capability			UEPBX	UEPWF	1.15	21.29	15.49	2.85	2.67		7.86				
	Incominy Only without Caller ID capability			UEPBX	UEPBE	1.15	21.29	15.49	2.85	2.67		7.86				
LOCAL NUMBER PORTABILITY																
	Local Number Portability (1 per port)			UEPBX	LNPCX	0.35										
FEATURES																
	All Features Offered			UEPBX	UEPVF	0.00	0.00	0.00				7.86				
NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED																
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch-as-is			UEPBX	USAC2		0.10	0.10				7.86				
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch with change			UEPBX	USACC		0.10	0.10				7.86				
ADDITIONAL NRCs																
	2-Wire Voice Grade Loop/Line Port Combination - Subsequent Activity			UEPBX	USAS2	0.00	0.00	0.00				7.86				

UNBUNDLED NETWORK ELEMENTS - Louisiana

CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($) Rec	Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First	Nonrecurring Disconnect Add'l	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 2 Incremental Charge - Manual Svc Order vs. Electronic-1st	Attachment: 2 Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Exhibit: B Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Exhibit: B Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
											OSS Rates($)					
											SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	The "Zone" shown in the sections for stand-alone loops or loops as part of a combination refers to Geographically Deaveraged UNE Zones. To view Geographically Deaveraged UNE Zone Designations by Central Office, refer to Internet Website: http://www.interconnection.bellsouth.com/become_a_clec/html/interconnection.htm															
UNBUNDLED LOCAL EXCHANGE SWITCHING(PORTS)																
	Exchange Ports															
	NOTE: Although the Port Rate includes all available features in GA, KY, LA & TN, the desired features will need to be ordered using retail USOCs															
	2-WIRE VOICE GRADE LINE PORT RATES (RES)															
	Louisiana Extended Local Dialing Port without Caller ID			UEPSR	UEPWG	1.52	2.31	2.21				15.20				
	Louisiana Calling Plan Port without Caller ID capability			UEPSR	UEPRQ	1.52	2.31	2.21				15.20				
	Low Usage Line Port without Caller ID capability			UEPSR	UEPRT	1.52	2.31	2.21				15.20				
	FEATURES															
	All Available Vertical Features			UEPSR	UEPVF	0.00	0.00	0.00				15.20				
	2-WIRE VOICE GRADE LINE PORT RATES (BUS)															
	Louisiana Extended Local Dialing Port without Caller ID capability			UEPSB	UEPWH	1.52	2.31	2.21				15.20				
	Louisiana Business Area Calling Port without Caller ID capability			UEPSB	UEPBA	1.52	2.31	2.21				15.20				
	Incoming Only without Caller ID capability				UEPBE	1.52	2.31	2.21				15.20				
	FEATURES															
	All Available Vertical Features			UEPSB	UEPVF	0.00	0.00	0.00				15.20				
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. Additional NRCs may apply also and are categorized accordingly.															
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)															
	UNE Port/Loop Combination Rates															
	2-Wire VG Loop/Port Combo - Zone 1		1			13.13										
	2-Wire VG Loop/Port Combo - Zone 2		2			23.75										
	2-Wire VG Loop/Port Combo - Zone 3		3			49.62										
	UNE Loop Rates															
	2-Wire Voice Grade Loop (SL1) - Zone 1		1	UEPRX	UEPLX	11.77										
	2-Wire Voice Grade Loop (SL1) - Zone 2		2	UEPRX	UEPLX	22.39										
	2-Wire Voice Grade Loop (SL1) - Zone 3		3	UEPRX	UEPLX	48.26										
	2-Wire Voice Grade Line Port Rates (Res)															

UNBUNDLED NETWORK ELEMENTS - Louisiana														Attachment: 2		Exhibit: B	
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($)					Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates($)					
							First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	Louisiana Extended Local Dialing Port without Caller ID capability			UEPRX	UEPWG	1.36	38.85	19.08				15.20				
	Louisiana Calling Plan Port without Caller ID capability			UEPRX	UEPRQ	1.36	38.85	19.08				15.20				
	Low Usage Line Port without Caller ID capability			UEPRX	UEPRT	1.36	38.85	19.08				15.20				
FEATURES																
	All Features Offered			UEPRX	UEPVF	0.00	0.00	0.00				15.20				
LOCAL NUMBER PORTABILITY																
	Local Number Portability (1 per port)			UEPRX	LNPCX	0.35										
NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED																
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch-as-is			UEPRX	USAC2		0.10	0.10				15.20				
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch with change			UEPRX	USACC		0.10	0.10				15.20				
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Subsequent Database Update															
ADDITIONAL NRCs																
	2-Wire Voice Grade Loop/Line Port Combination - Subsequent Activity			UEPRX	USAS2	0.00	0.00	0.00				15.20				
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)																
UNE Port/Loop Combination Rates																
	2-Wire VG Loop/Port Combo - Zone 1		1			13.13										
	2-Wire VG Loop/Port Combo - Zone 2		2			23.75										
	2-Wire VG Loop/Port Combo - Zone 3		3			49.62										
UNE Loop Rates																
	2-Wire Voice Grade Loop (SL1) - Zone 1		1	UEPBX	UEPLX	11.77										
	2-Wire Voice Grade Loop (SL1) - Zone 2		2	UEPBX	UEPLX	22.39										
	2-Wire Voice Grade Loop (SL1) - Zone 3		3	UEPBX	UEPLX	48.26										
2-Wire Voice Grade Line Port (Bus)																
	Louisiana Extended Local Dialing Port without Caller ID capability			UEPBX	UEPWH	1.36	38.85	19.08				15.20				
	Louisiana Business Area Calling Port without Caller ID capability			UEPBX	UEPBA	1.36	38.85	19.08				15.20				
	Incoming Only without Caller ID capability			UEPBX	UEPBE	1.36	38.85	19.08				15.20				
LOCAL NUMBER PORTABILITY																
	Local Number Portability (1 per port)			UEPBX	LNPCX	0.35										
FEATURES																
	All Features Offered			UEPBX	UEPVF	0.00	0.00	0.00				15.20				
NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED																
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch-as-is			UEPBX	USAC2		0.10	0.10				15.20				
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch with change			UEPBX	USACC		0.10	0.10				15.20				
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Subsequent Database Update															
ADDITIONAL NRCs																
	2-Wire Voice Grade Loop/Line Port Combination - Subsequent Activity			UEPBX	USAS2	0.00	0.00	0.00				15.20				

UNBUNDLED NETWORK ELEMENTS - Louisiana													Attachment: 2		Exhibit: B	
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($)					Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates($)					
							First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	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. 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																
> For Not Currently Combined scenarios where Market Rates apply, 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)																
UNE Port/Loop Combination Rates																
	2-Wire VG Loop/Port Combo - Zone 1		1			25.77										
	2-Wire VG Loop/Port Combo - Zone 2		2			36.39										
	2-Wire VG Loop/Port Combo - Zone 3		3			62.26										
UNE Loop Rates																
	2-Wire Voice Grade Loop (SL1) - Zone 1		1	UEPRX	UEPLX	11.77										
	2-Wire Voice Grade Loop (SL1) - Zone 2		2	UEPRX	UEPLX	22.39										
	2-Wire Voice Grade Loop (SL1) - Zone 3		3	UEPRX	UEPLX	48.26										
2-Wire Voice Grade Line Port (Res)																
	Louisiana Extended Local Dialing Port without Caller ID capability			UEPRX	UEPWG	14.00	90.00	90.00					31.92	7.32		
	Louisiana Calling Plan Port without Caller ID capability			UEPRX	UEPRQ	14.00	90.00	90.00					31.92	7.32		
	Low Usage Line Port without Caller ID capability			UEPRX	UEPRT	14.00	90.00	90.00					31.92	7.32		
LOCAL NUMBER PORTABILITY																
	Local Number Portability (per port)			UEPRX	LNPCX	0.35										
FEATURES																
	All Features Offered			UEPRX	UEPVF	0.00	0.00	0.00					31.92	7.32		
NONRECURRING CHARGES - CURRENTLY COMBINED																
	2-Wire Voice Grade Loop / Line Port Combination - Switch-as-is			UEPRX	USAC2		41.50	41.50					31.92	7.32		
	2-Wire Voice Grade Loop / Line Port Combination - Switch with change			UEPRX	USACC		41.50	41.50					31.92	7.32		
ADDITIONAL NRCs																
	NRC - 2-Wire Voice Grade Loop/Line Port Combination - Subsequent			UEPRX	USAS2	0.00	0.00	0.00					31.92	7.32		
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)																
UNE Port/Loop Combination Rates																
	2-Wire VG Loop/Port Combo - Zone 1		1			25.77										
	2-Wire VG Loop/Port Combo - Zone 2		2			36.39										
	2-Wire VG Loop/Port Combo - Zone 3		3			62.26										
UNE Loop Rates																
	2-Wire Voice Grade Loop (SL1) - Zone 1		1	UEPBX	UEPLX	11.77										
	2-Wire Voice Grade Loop (SL1) - Zone 2		2	UEPBX	UEPLX	22.39										
	2-Wire Voice Grade Loop (SL1) - Zone 3		3	UEPBX	UEPLX	48.26										

UNBUNDLED NETWORK ELEMENTS - Louisiana														Attachment: 2		Exhibit: B	
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($)					Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates($)					
							First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
2-Wire Voice Grade Line Port (Bus)																
	Louisiana Extended Local Dialing Port without Caller ID capability			UEPBX	UEPWH	14.00	90.00	90.00					31.92	7.32		
	Louisiana Business Area Calling Port without Caller ID capability			UEPBX	UEPBA	14.00	90.00	90.00					31.92	7.32		
	Incoming Only without Caller ID capability			UEPBX	UEPBE	14.00	90.00	90.00					31.92	7.32		
LOCAL NUMBER PORTABILITY																
	Local Number Portability (1 per port)			UEPBX	LNPCX	0.35										
FEATURES																
	All Features Offered			UEPBX	UEPVF	0.00	0.00	0.00					31.92	7.32		
NONRECURRING CHARGES - CURRENTLY COMBINED																
	2-Wire Voice Grade Loop / Line Port Combination - Switch-as-is			UEPBX	USAC2		41.50	41.50					31.92	7.32		
	2-Wire Voice Grade Loop / Line Port Combination - Switch with change			UEPBX	USACC		41.50	41.50					31.92	7.32		
ADDITIONAL NRCs																
	NRC - 2-Wire Voice Grade Loop/Line Port Combination - Subsequent			UEPBX	USAS2		0.00	0.00					31.92	7.32		

UNBUNDLED NETWORK ELEMENTS - Mississippi													Attachment: 2		Exhibit: B	
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($)					Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
							Nonrecurring		Nonrecurring Disconnect				OSS Rates($)			
						Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	The "Zone" shown in the sections for stand-alone loops or loops as part of a combination refers to Geographically Deaveraged UNE Zones. To view Geographically Deaveraged UNE Zone Designations by Central Office, refer to Internet Website: http://www.interconnection.bellsouth.com/become_a_clec/html/interconnection.htm															
UNBUNDLED LOCAL EXCHANGE SWITCHING(PORTS)																
	Exchange Ports															
	NOTE: Although the Port Rate includes all available features in GA, KY, LA & TN, the desired features will need to be ordered using retail USOCs															
	2-WIRE VOICE GRADE LINE PORT RATES (RES)															
	Mississippi Extended Local Dialing Port without Caller ID capability			UEPSR	UEPWJ	1.41	2.39	2.29	1.42	1.33		15.75				
	Low Usage Line Port without Caller ID capability			UEPSR	UEPRT	1.41	2.39	2.29	1.42	1.33		15.75				
	FEATURES															
	All Available Vertical Features			UEPSR	UEPVF	2.56	0.00	0.00				15.75				
	2-WIRE VOICE GRADE LINE PORT RATES (BUS)															
	Mississippi Extended Local Dialing Port without Caller ID capability			UEPSB	UEPWK	1.41	2.39	2.29	1.42	1.33		15.75				
	Incoming Only without Caller ID capability			UEPSB	UEPBE	1.41	2.39	2.29	1.42	1.33		15.75				
	FEATURES															
	All Available Vertical Features			UEPSB	UEPVF	2.56	0.00	0.00				15.75				
	EXCHANGE PORT RATES (DID & PBX)															
	PBX 2-Way Combo MS Local Opt 2 Calling Port			UEPSP	UEPA5	1.41	31.45	14.93	14.38	0.92		15.75				
	FEATURES															
	All Available Vertical Features			UEPSB	UEPVF	2.56	0.00	0.00				15.75				
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. Additional NRCs may apply also and are categorized accordingly.															
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)															
	UNE Port/Loop Combination Rates															
	2-Wire VG Loop/Port Combo - Zone 1		1			12.22										
	2-Wire VG Loop/Port Combo - Zone 2		2			17.13										
	2-Wire VG Loop/Port Combo - Zone 3		3			26.26										
	2-Wire VG Loop/Port Combo - Zone 4		4			44.91										

UNBUNDLED NETWORK ELEMENTS - Mississippi

CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($) Rec	Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First	Nonrecurring Disconnect Add'l	Svc Order Submitted Elec per LSR SOMEC	Svc Order Submitted Manually per LSR SOMAN	Attachment: 2 Incremental Charge - Manual Svc Order vs. Electronic-1st SOMAN	Attachment: 2 Incremental Charge - Manual Svc Order vs. Electronic-Add'l SOMAN	Exhibit: B Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st SOMAN	Exhibit: B Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l SOMAN
							OSS Rates($)									
UNE Loop Rates																
	2-Wire Voice Grade Loop (SL1) - Zone 1		1	UEPRX	UEPLX	10.98										
	2-Wire Voice Grade Loop (SL1) - Zone 2		2	UEPRX	UEPLX	15.91										
	2-Wire Voice Grade Loop (SL1) - Zone 3		3	UEPRX	UEPLX	25.04										
	2-Wire Voice Grade Loop (SL1) - Zone 4		4	UEPRX	UEPLX	43.68										
2-Wire Voice Grade Line Port Rates (Res)																
	Mississippi Extended Local Dialing Port without Caller ID capability			UEPRX	UEPWJ	1.23	40.31	19.84	24.90	6.58		15.75				
	Low Usage Line Port without Caller ID capability			UEPRX	UEPRT	1.23	40.31	19.84	24.90	6.58		15.75				
FEATURES																
	All Features Offered			UEPRX	UEPVF	2.56	0.00	0.00				15.75				
LOCAL NUMBER PORTABILITY																
	Local Number Portability (1 per port)			UEPRX	LNPCX	0.35										
NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED																
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch-as-is			UEPRX	USAC2		0.0988	0.0988				15.75				
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch with change			UEPRX	USACC		0.0988	0.0988				15.75				
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Subsequent Database Update															
ADDITIONAL NRCs																
	2-Wire Voice Grade Loop/Line Port Combination - Subsequent Activity			UEPRX	USAS2	0.00	0.00	0.00				15.75				
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)																
UNE Port/Loop Combination Rates																
	2-Wire VG Loop/Port Combo - Zone 1		1			12.22										
	2-Wire VG Loop/Port Combo - Zone 2		2			17.13										
	2-Wire VG Loop/Port Combo - Zone 3		3			26.26										
	2-Wire VG Loop/Port Combo - Zone 4		4			44.91										
UNE Loop Rates																
	2-Wire Voice Grade Loop (SL1) - Zone 1		1	UEPBX	UEPLX	10.98										
	2-Wire Voice Grade Loop (SL1) - Zone 2		2	UEPBX	UEPLX	15.91										
	2-Wire Voice Grade Loop (SL1) - Zone 3		3	UEPBX	UEPLX	25.04										
	2-Wire Voice Grade Loop (SL1) - Zone 4		4	UEPBX	UEPLX	43.68										
2-Wire Voice Grade Line Port (Bus)																
	Mississippi Extended Local Dialing Port without Caller ID capability			UEPBX	UEPWK	1.23	40.31	19.84	24.90	6.58		15.75				
	Incoming Only without Caller ID capability			UEPBX	UEPBE	1.23	40.31	19.84	24.90	6.58		15.75				
LOCAL NUMBER PORTABILITY																
	Local Number Portability (1 per port)			UEPBX	LNPCX	0.35										
FEATURES																
	All Features Offered			UEPBX	UEPVF	2.56	0.00	0.00				15.75				
NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED																

UNBUNDLED NETWORK ELEMENTS - Mississippi

CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($) Rec	Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First	Nonrecurring Disconnect Add'l	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 2 Incremental Charge - Manual Svc Order vs. Electronic-1st	Attachment: 2 Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Exhibit: B Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Exhibit: B Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
											OSS Rates($)					
											SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch-as-Is			UEPBX	USAC2		0.0988	0.0988				15.75				
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch with change			UEPBX	USACC		0.0988	0.0988				15.75				
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Subsequent Database Update															
ADDITIONAL NRCs																
	2-Wire Voice Grade Loop/Line Port Combination - Subsequent Activity			UEPBX	USAS2	0.00	0.00	0.00				15.75				
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)																
UNE Port/Loop Combination Rates																
	2-Wire VG Loop/Port Combo - Zone 1		1			12.22										
	2-Wire VG Loop/Port Combo - Zone 2		2			17.13										
	2-Wire VG Loop/Port Combo - Zone 3		3			26.26										
	2-Wire VG Loop/Port Combo - Zone 4		4			44.91										
UNE Loop Rates																
	2-Wire Voice Grade Loop (SL 1) - Zone 1		1	UEPPX	UEPLX	10.98										
	2-Wire Voice Grade Loop (SL 1) - Zone 2		2	UEPPX	UEPLX	15.91										
	2-Wire Voice Grade Loop (SL 1) - Zone 3		3	UEPPX	UEPLX	25.04										
	2-Wire Voice Grade Loop (SL 1) - Zone 4		4	UEPPX	UEPLX	43.68										
2-Wire Voice Grade Line Port Rates (BUS - PBX)																
	PBX 2-Way Combo MS Local Opt 2 Calling Port			UEPPX	UEPA5	1.23	69.37	32.48	37.86	6.17		15.75				
LOCAL NUMBER PORTABILITY																
	Local Number Portability (1 per port)			UEPPX	LNPCP	3.15	0.00	0.00								
FEATURES																
	All Features Offered			UEPPX	UEPVF	2.56	0.00	0.00				15.75				
NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED																
	2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Conversion - Switch-As-Is			UEPPX	USAC2		7.96	1.91				15.75				
	2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Conversion - Switch with Change			UEPPX	USACC		7.96	1.91				15.75				
ADDITIONAL NRCs																
	2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Subsequent Activity			UEPPX	USAS2	0.00	0.00	0.00				15.75				
	PBX Subsequent Activity - Change/Rearrange Multiline Hunt Group						7.36	7.36				15.75				

UNBUNDLED NETWORK ELEMENTS - North Carolina

CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($) Rec	Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First	Nonrecurring Disconnect Add'l	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 2 Incremental Charge - Manual Svc Order vs. Electronic- 1st	Attachment: 2 Incremental Charge - Manual Svc Order vs. Electronic- Add'l	Exhibit: B Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Exhibit: B Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l
											OSS Rates($)					
											SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	The "Zone" shown in the sections for stand-alone loops or loops as part of a combination refers to Geographically Deaveraged UNE Zones. To view Geographically Deaveraged UNE Zone Designations by Central Office, refer to Internet Website: http://www.interconnection.bellsouth.com/become_a_clec/html/interconnection.htm															
UNBUNDLED LOCAL EXCHANGE SWITCHING(PORTS)																
	Exchange Ports															
	NOTE: Although the Port Rate includes all available features in GA, KY, LA & TN, the desired features will need to be ordered using retail USOCs															
	2-WIRE VOICE GRADE LINE PORT RATES (RES)															
	Low Usage Line Port without Caller ID capability			UEPSR	UEPRT	2.19	21.60	21.60					26.94	12.76		
	FEATURES															
	All Available Vertical Features			UEPSR	UEPVF	3.40	0.00	0.00					26.94	12.76		
	2-WIRE VOICE GRADE LINE PORT RATES (BUS)															
	Incoming Only without Caller ID capability			UEPSB	UEPBE	2.19	21.60	21.60					26.94	12.76		
	FEATURES															
	All Available Vertical Features			UEPSB	UEPVF	3.40	0.00	0.00					26.94	12.76		
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. Additional NRCs may apply also and are categorized accordingly.															
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)															
	UNE Port/Loop Combination Rates															
	2-Wire VG Loop/Port Combo - Zone 1		1			13.03										
	2-Wire VG Loop/Port Combo - Zone 2		2			21.33										
	2-Wire VG Loop/Port Combo - Zone 3		3			32.61										
	UNE Loop Rates															
	2-Wire Voice Grade Loop (SL1) - Zone 1		1	UEPRX	UEPLX	10.75										
	2-Wire Voice Grade Loop (SL1) - Zone 2		2	UEPRX	UEPLX	19.05										
	2-Wire Voice Grade Loop (SL1) - Zone 3		3	UEPRX	UEPLX	30.33										
	2-Wire Voice Grade Line Port Rates (Res)															
	Low Usage Line Port without Caller ID capability			UEPRX	UEPRT	2.28	79.59	63.97					40.18	9.45		
	FEATURES															
	All Features Offered			UEPRX	UEPVF	3.40	0.00	0.00					40.18	9.45		

UNBUNDLED NETWORK ELEMENTS - North Carolina

CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($) Rec	Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First	Nonrecurring Disconnect Add'l	Svc Order Submitted Elec per LSR SOMEC	Svc Order Submitted Manually per LSR SOMAN	Attachment: 2 Incremental Charge - Manual Svc Order vs. Electronic- 1st SOMAN	Attachment: 2 Incremental Charge - Manual Svc Order vs. Electronic- Add'l SOMAN	Exhibit: B Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st SOMAN	Exhibit: B Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l SOMAN
							OSS Rates($)									
LOCAL NUMBER PORTABILITY																
	Local Number Portability (1 per port)			UEPRX	LNPCX	0.35										
NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED																
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch-as-is			UEPRX	USAC2		2.77	0.40					40.18	9.45		
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch with change			UEPRX	USACC		2.77	0.40					40.18	9.45		
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Subsequent Database Update						1.42						40.18	9.45		
ADDITIONAL NRCs																
	2-Wire Voice Grade Loop/Line Port Combination - Subsequent Activity			UEPRX	USAS2	0.00	0.00	0.00					40.18	9.45		
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)																
UNE Port/Loop Combination Rates																
	2-Wire VG Loop/Port Combo - Zone 1		1			13.03										
	2-Wire VG Loop/Port Combo - Zone 2		2			21.33										
	2-Wire VG Loop/Port Combo - Zone 3		3			32.61										
UNE Loop Rates																
	2-Wire Voice Grade Loop (SL1) - Zone 1		1	UEPBX	UEPLX	10.75										
	2-Wire Voice Grade Loop (SL1) - Zone 2		2	UEPBX	UEPLX	19.05										
	2-Wire Voice Grade Loop (SL1) - Zone 3		3	UEPBX	UEPLX	30.33										
2-Wire Voice Grade Line Port (Bus)																
	Incoming Only without Caller ID capability			UEPBX	UEPBE	2.28	79.59	63.97					40.18	9.45		
LOCAL NUMBER PORTABILITY																
	Local Number Portability (1 per port)			UEPBX	LNPCX	0.35										
FEATURES																
	All Features Offered			UEPBX	UEPVF	3.40	0.00	0.00					40.18	9.45		
NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED																
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch-as-is			UEPBX	USAC2		2.77	0.40					40.18	9.45		
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch with change			UEPBX	USACC		2.77	0.40					40.18	9.45		
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Subsequent Database Update						1.42						40.18	9.45		
ADDITIONAL NRCs																
	2-Wire Voice Grade Loop/Line Port Combination - Subsequent Activity			UEPBX	USAS2	0.00	0.00	0.00					40.18	9.45		

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. 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

UNBUNDLED NETWORK ELEMENTS - North Carolina

CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($) Rec	Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First	Nonrecurring Disconnect Add'l	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 2 Incremental Charge - Manual Svc Order vs. Electronic-1st	Attachment: 2 Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Exhibit: B Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Exhibit: B Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
											OSS Rates($)					
											SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	> For Not Currently Combined scenarios where Market Rates apply, 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)															
	UNE Port/Loop Combination Rates															
	2-Wire VG Loop/Port Combo - Zone 1		1			24.75										
	2-Wire VG Loop/Port Combo - Zone 2		2			33.05										
	2-Wire VG Loop/Port Combo - Zone 3		3			44.33										
	UNE Loop Rates															
	2-Wire Voice Grade Loop (SL1) - Zone 1		1	UEPRX	UEPLX	10.75										
	2-Wire Voice Grade Loop (SL1) - Zone 2		2	UEPRX	UEPLX	19.05										
	2-Wire Voice Grade Loop (SL1) - Zone 3		3	UEPRX	UEPLX	30.33										
	2-Wire Voice Grade Line Port (Res)															
	Low Usage Line Port without Caller ID capability			UEPRX	UEPRT	14.00	90.00	90.00					40.18	9.45		
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPRX	LNPCX	0.35										
	FEATURES															
	All Features Offered			UEPRX	UEPVF	0.00	0.00	0.00					40.18	9.45		
	NONRECURRING CHARGES - CURRENTLY COMBINED															
	2-Wire Voice Grade Loop / Line Port Combination - Switch-as-is			UEPRX	USAC2	0.00	41.50	41.50					40.18	9.45		
	2-Wire Voice Grade Loop / Line Port Combination - Switch with change			UEPRX	USACC		41.50	41.50					40.18	9.45		
	ADDITIONAL NRCs															
	NRC - 2-Wire Voice Grade Loop/Line Port Combination - Subsequent			UEPRX	USAS2	0.00	0.00	0.00					40.18	9.45		
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)															
	UNE Port/Loop Combination Rates															
	2-Wire VG Loop/Port Combo - Zone 1		1			24.75										
	2-Wire VG Loop/Port Combo - Zone 2		2			33.05										
	2-Wire VG Loop/Port Combo - Zone 3		3			44.33										
	UNE Loop Rates															
	2-Wire Voice Grade Loop (SL1) - Zone 1		1	UEPBX	UEPLX	10.75										
	2-Wire Voice Grade Loop (SL1) - Zone 2		2	UEPBX	UEPLX	19.05										
	2-Wire Voice Grade Loop (SL1) - Zone 3		3	UEPBX	UEPLX	30.33										
	2-Wire Voice Grade Line Port (Bus)															
	Incoming Only without Caller ID capability			UEPBX	UEPBE	14.00	90.00	90.00					40.18	9.45		
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPBX	LNPCX	0.35										
	FEATURES															
	All Features Offered			UEPBX	UEPVF	0.00	0.00	0.00					40.18	9.45		
	NONRECURRING CHARGES - CURRENTLY COMBINED															

UNBUNDLED NETWORK ELEMENTS - North Carolina														Attachment: 2		Exhibit: B	
CATEGORY		RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($)					Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
							Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates($)					
								First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
		2-Wire Voice Grade Loop / Line Port Combination - Switch-as-is			UEPBX	USAC2		41.50	41.50					40.18	9.45		
		2-Wire Voice Grade Loop / Line Port Combination - Switch with change			UEPBX	USACC		41.50	41.50					40.18	9.45		
	ADDITIONAL NRCs																
		NRC - 2-Wire Voice Grade Loop/Line Port Combination - Subsequent			UEPBX	USAS2	0.00	0.00	0.00					40.18	9.45		

UNBUNDLED NETWORK ELEMENTS - South Carolina

CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($) Rec	Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First	Nonrecurring Disconnect Add'l	Svc Order Submitted Elec per LSR SOMEC	Svc Order Submitted Manually per LSR SOMAN	Attachment: 2 Incremental Charge - Manual Svc Order vs. Electronic-1st SOMAN	Attachment: 2 Incremental Charge - Manual Svc Order vs. Electronic-Add'l SOMAN	Exhibit: B Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st SOMAN	Exhibit: B Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l SOMAN
							OSS Rates($)									
	The "Zone" shown in the sections for stand-alone loops or loops as part of a combination refers to Geographically Deaveraged UNE Zones. To view Geographically Deaveraged UNE Zone Designations by Central Office, refer to Internet Website: http://www.interconnection.bellsouth.com/become_a_clec/html/interconnection.htm															
UNBUNDLED LOCAL EXCHANGE SWITCHING(PORTS)																
	Exchange Ports															
	NOTE: Although the Port Rate includes all available features in GA, KY, LA & TN, the desired features will need to be ordered using retail USOCs															
	2-WIRE VOICE GRADE LINE PORT RATES (RES)															
	South Carolina Extended Local Dialing Port without Caller ID capability			UEPSR	UEPWL	1.65	2.38	2.28	1.42	1.33		15.69				
	South Carolina Area Calling Port without Caller ID capability			UEPSR	UEPRS	1.65	2.38	2.28	1.42	1.33		15.69				
	Low Usage Line Port without Caller ID capability			UEPSR	UEPRT	1.65	2.38	2.28	1.42	1.33		15.69				
	FEATURES															
	All Available Vertical Features			UEPSR	UEPVF	3.04	0.00	0.00				15.69				
	2-WIRE VOICE GRADE LINE PORT RATES (BUS)															
	South Carolina Extended Local Dialing Port without Caller ID capability			UEPSB	UEPWM	1.65	2.38	2.28	1.42	1.33		15.69				
	South Carolina Business Area Calling Port without Caller ID capbility			UEPSB	UEPBB	1.65	2.38	2.28	1.42	1.33		15.69				
	Incoming Only without Caller ID capability			UEPSB	UEPBE	1.65	2.38	2.28	1.42	1.33		15.69				
	FEATURES															
	All Available Vertical Features			UEPSB	UEPVF	3.04	0.00	0.00				15.69				
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. Additional NRCs may apply also and are categorized accordingly.															
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)															
	UNE Port/Loop Combination Rates															
	2-Wire VG Loop/Port Combo - Zone 1		1			14.89										
	2-Wire VG Loop/Port Combo - Zone 2		2			21.52										
	2-Wire VG Loop/Port Combo - Zone 3		3			27.17										
	UNE Loop Rates															
	2-Wire Voice Grade Loop (SL1) - Zone 1		1	UEPRX	UEPLX	13.76										
	2-Wire Voice Grade Loop (SL1) - Zone 2		2	UEPRX	UEPLX	20.38										
	2-Wire Voice Grade Loop (SL1) - Zone 3		3	UEPRX	UEPLX	26.04										
	2-Wire Voice Grade Line Port Rates (Res)															

UNBUNDLED NETWORK ELEMENTS - South Carolina														Attachment: 2		Exhibit: B	
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($)					Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates($)					
							First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	South Carolina Extended Local Dialing Port without Caller ID capability			UEPRX	UEPWL	1.13	37.93	16.72				15.69				
	South Carolina Area Calling Port without Caller ID capability			UEPRX	UEPRS	1.13	37.93	16.72				15.69				
	Low Usage Line Port without Caller ID capability			UEPRX	UEPRT	1.13	37.93	16.72				15.69				
FEATURES																
	All Features Offered			UEPRX	UEPVF	3.04	0.00	0.00				15.69				
LOCAL NUMBER PORTABILITY																
	Local Number Portability (1 per port)			UEPRX	LNPCX	0.35										
NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED																
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch-as-is			UEPRX	USAC2		0.10	0.10				15.69				
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch with change			UEPRX	USACC		0.10	0.10				15.69				
ADDITIONAL NRCs																
	2-Wire Voice Grade Loop/Line Port Combination - Subsequent Activity			UEPRX	USAS2	0.00	0.00	0.00				15.69				
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)																
UNE Port/Loop Combination Rates																
	2-Wire VG Loop/Port Combo - Zone 1		1			14.89										
	2-Wire VG Loop/Port Combo - Zone 2		2			21.52										
	2-Wire VG Loop/Port Combo - Zone 3		3			27.17										
UNE Loop Rates																
	2-Wire Voice Grade Loop (SL1) - Zone 1		1	UEPBX	UEPLX	13.76										
	2-Wire Voice Grade Loop (SL1) - Zone 2		2	UEPBX	UEPLX	20.38										
	2-Wire Voice Grade Loop (SL1) - Zone 3		3	UEPBX	UEPLX	26.04										
2-Wire Voice Grade Line Port (Bus)																
	South Carolina Extended Local Dialing Port without Caller ID capability			UEPBX	UEPWM	1.13	37.93	16.72				15.69				
	South Carolina Business Area Calling Port without Caller ID capbility			UEPBX	UEPBB	1.13	37.93	16.72				15.69				
	Incoming Only without Caller ID capability			UEPBX	UEPBE	1.13	37.93	16.72				15.69				
LOCAL NUMBER PORTABILITY																
	Local Number Portability (1 per port)			UEPBX	LNPCX	0.35										
FEATURES																
	All Features Offered			UEPBX	UEPVF	3.04	0.00	0.00				15.69				
NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED																
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch-as-is			UEPBX	USAC2		0.10	0.10				15.69				
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch with change			UEPBX	USACC		0.10	0.10				15.69				
ADDITIONAL NRCs																
	2-Wire Voice Grade Loop/Line Port Combination - Subsequent Activity			UEPBX	USAS2	0.00	0.00	0.00				15.69				

UNBUNDLED NETWORK ELEMENTS - Tennessee

CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($) Rec	Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First	Nonrecurring Disconnect Add'l	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 2 Incremental Charge - Manual Svc Order vs. Electronic- 1st	Attachment: 2 Incremental Charge - Manual Svc Order vs. Electronic- Add'l	Exhibit: C Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Exhibit: C Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l
											OSS Rates($)					
											SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	The "Zone" shown in the sections for stand-alone loops or loops as part of a combination refers to Geographically Deaveraged UNE Zones. To view Geographically Deaveraged UNE Zone Designations by Central Office, refer to Internet Website: http://www.interconnection.bellsouth.com/become_a_clec/html/interconnection.htm															
UNBUNDLED LOCAL EXCHANGE SWITCHING(PORTS)																
	Exchange Ports															
	NOTE: Although the Port Rate includes all available features in GA, KY, LA & TN, the desired features will need to be ordered using retail USOCs															
	2-WIRE VOICE GRADE LINE PORT RATES (RES)															
	Tennessee Area Plus Port without Caller ID capability			UEPSR	UEPRR	1.89	9.93	9.19	3.66	2.92			20.35	10.54	13.32	1.40
	Tennessee Extended Local Dialing Port without Caller ID capability			UEPSR	UEPWN	1.89	9.93	9.19	3.66	2.92			20.35	10.54	13.32	1.40
	Low Usage Line Port without Caller ID capability			UEPSR	UEPRT	1.89	9.93	9.19	3.66	2.92			20.35	10.54	13.32	1.40
	FEATURES															
	All Available Vertical Features			UEPSR	UEPVF	0.00	0.00	0.00					20.35	10.54	13.32	1.40
	2-WIRE VOICE GRADE LINE PORT RATES (BUS)															
	Tennessee Extended Local Dialing Port without Caller ID capability			UEPSB	UEPWO	1.89	9.93	9.19	3.66	2.92			20.35	10.54	13.32	1.40
	Tennessee (BUS) inward Collierville and Memphis Local Calling Plan			UEPSB	UEPB2	1.89	9.93	9.19	3.66	2.92			20.35	10.54	13.32	1.40
	Tennessee (BUS) 2-Way Collierville and Memphis Local Calling Plan			UEPSB	UEPB3	1.89	9.93	9.19	3.66	2.92			20.35	10.54	13.32	1.40
	Incoming Only without Caller ID capability			UEPSB	UEPBE	1.89	9.93	9.19	3.66	2.92			20.35	10.54	13.32	1.40
	FEATURES															
	All Available Vertical Features			UEPSB	UEPVF	0.00	0.00	0.00					20.35	10.54	13.32	1.40
	EXCHANGE PORT RATES (DID & PBX)															
	PBX Trunk Combination, Collierville and Memphis Local Calling Plan			UEPSP	UEPA6	1.79	9.93	9.19	3.66	2.92			20.35	10.54	13.32	1.40
	PBX 2-Way Combo First Trunk Collierville and Memphis Local Calling Plan			UEPSP	UEPA7	1.79	9.93	9.19	3.66	2.92			20.35	10.54	13.32	1.40
	FEATURES															
	All Available Vertical Features			UEPSP	UEPVF	0.00	0.00	0.00					20.35	10.54	13.32	1.40
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. Additional NRCs may apply also and are categorized accordingly.															
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)															
	UNE Port/Loop Combination Rates															

UNBUNDLED NETWORK ELEMENTS - Tennessee

CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($) Rec	Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First	Nonrecurring Disconnect Add'l	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 2 Incremental Charge - Manual Svc Order vs. Electronic- 1st	Attachment: 2 Incremental Charge - Manual Svc Order vs. Electronic- Add'l	Exhibit: C Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Exhibit: C Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l
											OSS Rates($)					
											SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	2-Wire VG Loop/Port Combo - Zone 1		1			14.18										
	2-Wire VG Loop/Port Combo - Zone 2		2			18.01										
	2-Wire VG Loop/Port Combo - Zone 3		3			23.02										
UNE Loop Rates																
	2-Wire Voice Grade Loop (SL1) - Zone 1		1	UEPRX	UEPLX	12.48										
	2-Wire Voice Grade Loop (SL1) - Zone 2		2	UEPRX	UEPLX	16.31										
	2-Wire Voice Grade Loop (SL1) - Zone 3		3	UEPRX	UEPLX	21.32										
2-Wire Voice Grade Line Port Rates (Res)																
	Tennessee Area Plus Port without Caller ID capability			UEPRX	UEPRR	1.70	22.14	15.25	8.45	3.91			30.89	7.03		
	Tennessee Extended Local Dialing Port without Caller ID capability			UEPRX	UEPWN	1.70	22.14	15.25	8.45	3.91			30.89	7.03		
	Low Usage Line Port without Caller ID capability			UEPRX	UEPRT	1.70	22.14	15.25	8.45	3.91			30.89	7.03		
FEATURES																
	All Features Offered			UEPRX	UEPVF	0.00	0.00	0.00					30.89	7.03		
LOCAL NUMBER PORTABILITY																
	Local Number Portability (1 per port)			UEPRX	LNPCX	0.35										
NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED																
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch-as-is			UEPRX	USAC2		1.03	0.29					30.89	7.03		
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch with change			UEPRX	USACC		1.03	0.29					30.89	7.03		
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Subsequent Database Update						0.76						30.89	7.03		
ADDITIONAL NRCs																
	2-Wire Voice Grade Loop/Line Port Combination - Subsequent Activity			UEPRX	USAS2	0.00	0.00	0.00					30.89	7.03		
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)																
UNE Port/Loop Combination Rates																
	2-Wire VG Loop/Port Combo - Zone 1		1			14.18										
	2-Wire VG Loop/Port Combo - Zone 2		2			18.01										
	2-Wire VG Loop/Port Combo - Zone 3		3			23.02										
UNE Loop Rates																
	2-Wire Voice Grade Loop (SL1) - Zone 1		1	UEPBX	UEPLX	12.48										
	2-Wire Voice Grade Loop (SL1) - Zone 2		2	UEPBX	UEPLX	16.31										
	2-Wire Voice Grade Loop (SL1) - Zone 3		3	UEPBX	UEPLX	21.32										
2-Wire Voice Grade Line Port (Bus)																
	Tennessee Extended Local Dialing Port without Caller ID capability			UEPBX	UEPWO	1.70	22.14	15.25	8.45	3.91			30.89	7.03		
	Tennessee (BUS) inward Collierville and Memphis Local Calling Plan			UEPBX	UEPB2	1.70	22.14	15.25	8.45	3.91			30.89	7.03		
	Tennessee (BUS) 2-Way Collierville and Memphis Local Calling Plan			UEPBX	UEPB3	1.70	22.14	15.25	8.45	3.91			30.89	7.03		
	Incoming Only without Caller ID capability			UEPBX	UEPBE	1.70	22.14	15.25	8.45	3.91			30.89	7.03		
LOCAL NUMBER PORTABILITY																
	Local Number Portability (1 per port)			UEPBX	LNPCX	0.35										

UNBUNDLED NETWORK ELEMENTS - Tennessee

CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($) Rec	Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First	Nonrecurring Disconnect Add'l	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 2 Incremental Charge - Manual Svc Order vs. Electronic-1st	Attachment: 2 Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Exhibit: C Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Exhibit: C Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
							OSS Rates($)									
											SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
FEATURES																
	All Features Offered			UEPBX	UEPVF	0.00	0.00	0.00					30.89	7.03		
NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED																
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch-as-Is			UEPBX	USAC2		1.03	0.29					30.89	7.03		
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch with change			UEPBX	USACC		1.03	0.29					30.89	7.03		
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Subsequent Database Update						0.76						30.89	7.03		
ADDITIONAL NRCs																
	2-Wire Voice Grade Loop/Line Port Combination - Subsequent Activity			UEPBX	USAS2	0.00	0.00	0.00					30.89	7.03		
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)																
UNE Port/Loop Combination Rates																
	2-Wire VG Loop/Port Combo - Zone 1		1			14.18										
	2-Wire VG Loop/Port Combo - Zone 2		2			18.01										
	2-Wire VG Loop/Port Combo - Zone 3		3			23.02										
UNE Loop Rates																
	2-Wire Voice Grade Loop (SL 1) - Zone 1		1	UEPPX	UEPLX	12.48										
	2-Wire Voice Grade Loop (SL 1) - Zone 2		2	UEPPX	UEPLX	16.31										
	2-Wire Voice Grade Loop (SL 1) - Zone 3		3	UEPPX	UEPLX	21.32										
2-Wire Voice Grade Line Port Rates (BUS - PBX)																
	PBX Trunk Combination, Collierville and Memphis Local Calling Plan			UEPPX	UEPA6	1.70	22.14	15.25	8.45	3.91			30.89	7.03		
	PBX 2-Way Combo First Trunk Collierville and Memphis Local Calling Plan			UEPPX	UEPA7	1.70	22.14	15.25	8.45	3.91			30.89	7.03		
LOCAL NUMBER PORTABILITY																
	Local Number Portability (1 per port)			UEPPX	LNPCP	3.15	0.00	0.00					30.89	7.03		
FEATURES																
	All Features Offered			UEPPX	UEPVF	0.00	0.00	0.00					30.89	7.03		
NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED																
	2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Conversion - Switch-As-Is			UEPPX	USAC2		1.03	0.29					30.89	7.03		
	2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Conversion - Switch with Change			UEPPX	USACC		1.03	0.29					30.89	7.03		
							0.76						30.89	7.03		
ADDITIONAL NRCs																
	2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Subsequent Activity			UEPPX	USAS2	0.00	0.00	0.00					30.89	7.03		
	PBX Subsequent Activity - Change/Rearrange Multiline Hunt Group						14.64	14.64					30.89	7.03		
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.

UNBUNDLED NETWORK ELEMENTS - Tennessee

CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($) Rec	Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First	Nonrecurring Disconnect Add'l	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 2 Incremental Charge - Manual Svc Order vs. Electronic-1st	Attachment: 2 Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Exhibit: C Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Exhibit: C Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
											OSS Rates($)					
											SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	> 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. 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															
	> For Not Currently Combined scenarios where Market Rates apply, 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)															
	UNE Port/Loop Combination Rates															
	2-Wire VG Loop/Port Combo - Zone 1		1			26.48										
	2-Wire VG Loop/Port Combo - Zone 2		2			30.31										
	2-Wire VG Loop/Port Combo - Zone 3		3			35.32										
	UNE Loop Rates															
	2-Wire Voice Grade Loop (SL1) - Zone 1		1	UEPRX	UEPLX	12.48										
	2-Wire Voice Grade Loop (SL1) - Zone 2		2	UEPRX	UEPLX	16.31										
	2-Wire Voice Grade Loop (SL1) - Zone 3		3	UEPRX	UEPLX	21.32										
	2-Wire Voice Grade Line Port (Res)															
	Tennessee Area Plus Port without Caller ID capability			UEPRX	UEPRR	14.00	90.00	90.00					30.89	7.03		
	Tennessee Extended Local Dialing Port without Caller ID capability			UEPRX	UEPWN	14.00	90.00	90.00					30.89	7.03		
	Low Usage Line Port without Caller ID capability			UEPRX	UEPRT	14.00	90.00	90.00					30.89	7.03		
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPRX	LNPCX	0.35										
	FEATURES															
	All Features Offered			UEPRX	UEPVF	0.00	0.00	0.00					30.89	7.03		
	NONRECURRING CHARGES - CURRENTLY COMBINED															
	2-Wire Voice Grade Loop / Line Port Combination - Switch-as-is			UEPRX	USAC2		41.50	41.50					30.89	7.03		
	2-Wire Voice Grade Loop / Line Port Combination - Switch with change			UEPRX	USACC		41.50	41.50					30.89	7.03		
	ADDITIONAL NRCs															
	NRC - 2-Wire Voice Grade Loop/Line Port Combination - Subsequent			UEPRX	USAS2	0.00	0.00	0.00					30.89	7.03		
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)															
	UNE Port/Loop Combination Rates															
	2-Wire VG Loop/Port Combo - Zone 1		1			26.48										
	2-Wire VG Loop/Port Combo - Zone 2		2			30.31										
	2-Wire VG Loop/Port Combo - Zone 3		3			35.32										
	UNE Loop Rates															
	2-Wire Voice Grade Loop (SL1) - Zone 1		1	UEPBX	UEPLX	12.48										
	2-Wire Voice Grade Loop (SL1) - Zone 2		2	UEPBX	UEPLX	16.31										
	2-Wire Voice Grade Loop (SL1) - Zone 3		3	UEPBX	UEPLX	21.32										
	2-Wire Voice Grade Line Port (Bus)															
	Tennessee Extended Local Dialing Port without Caller ID capability			UEPBX	UEPWO	14.00	90.00	90.00					30.89	7.03		
	Tennessee (BUS) Inward Collierville and Memphis Local Calling Plan			UEPBX	UEPB2	14.00	90.00	90.00					30.89	7.03		

UNBUNDLED NETWORK ELEMENTS - Tennessee													Attachment: 2		Exhibit: C	
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($)					Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
						Rec	Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First	Nonrecurring Disconnect Add'l	OSS Rates($) SOMEC	OSS Rates($) SOMAN	OSS Rates($) SOMAN	OSS Rates($) SOMAN	OSS Rates($) SOMAN	OSS Rates($) SOMAN
	Tennessee (BUS) 2-Way Collierville and Memphis Local Calling Plan			UEPBX	UEPB3	14.00	90.00	90.00					30.89	7.03		
	Incoming Only without Caller ID capability			UEPBX	UEPBE	14.00	90.00	90.00					30.89	7.03		
LOCAL NUMBER PORTABILITY																
	Local Number Portability (1 per port)			UEPBX	LNPCX	0.35										
FEATURES																
	All Features Offered			UEPBX	UEPVF	0.00	0.00	0.00					30.89	7.03		
NONRECURRING CHARGES - CURRENTLY COMBINED																
	2-Wire Voice Grade Loop / Line Port Combination - Switch-as-is			UEPBX	USAC2		41.50	41.50					30.89	7.03		
	2-Wire Voice Grade Loop / Line Port Combination - Switch with change			UEPBX	USACC		41.50	41.50					30.89	7.03		
ADDITIONAL NRCs																
	NRC - 2-Wire Voice Grade Loop/Line Port Combination - Subsequent			UEPBX	USAS2	0.00	0.00	0.00					30.89	7.03		
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)																
UNE Port/Loop Combination Rates																
	2-Wire VG Loop/Port Combo - Zone 1		1			26.48										
	2-Wire VG Loop/Port Combo - Zone 2		2			30.31										
	2-Wire VG Loop/Port Combo - Zone 3		3			35.32										
UNE Loop Rates																
	2-Wire Voice Grade Loop (SL 1) - Zone 1		1	UEPPX	UEPLX	12.48										
	2-Wire Voice Grade Loop (SL 1) - Zone 2		2	UEPPX	UEPLX	16.31										
	2-Wire Voice Grade Loop (SL 1) - Zone 3		3	UEPPX	UEPLX	21.32										
2-Wire Voice Grade Line Port Rates (BUS - PBX)																
	PBX Trunk Combination, Collierville and Memphis Local Calling Plan			UEPPX	UEPA6	14.00	90.00	90.00					30.89	7.03		
	PBX 2-Way Combo First Trunk Collierville and Memphis Local Calling Plan			UEPPX	UEPA7	14.00	90.00	90.00					30.89	7.03		
LOCAL NUMBER PORTABILITY																
	Local Number Portability (1 per port)			UEPPX	LNPCP	3.15	0.00	0.00								
FEATURES																
	All Features Offered			UEPPX	UEPVF	0.00	0.00	0.00					30.89	7.03		
NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED																
	2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Conversion - Switch-As-Is			UEPPX	USAC2		41.50	41.50					30.89	7.03		
	2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Conversion - Switch with Change			UEPPX	USACC		41.50	41.50					30.89	7.03		
ADDITIONAL NRCs																
	2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Subsequent Activity			UEPPX	USAS2	0.00	0.00	0.00					30.89	7.03		
	PBX Subsequent Activity - Change/Rearrange Multiline Hunt Group						14.64	14.64					30.89	7.03		