



RECEIVED

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

*02 NOV 4 PM 1 41

TN REGULATORY AUTHORITY
DOCKET ROOM

October 31, 2002

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

Re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and Essex Communications, Inc. d/b/a eLEC Communications Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996.*
Docket No. 02-00690 **02-01198**

Dear Chairman Kyle:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, Essex Communications, Inc. d/b/a eLEC Communications and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority the original and fourteen copies of the attached Petition for Approval of the Amendment to the Interconnection Agreement dated May 11, 2002. The Amendment adds the new port USOCs and rates to the Agreement.

Thank you for your attention to this matter.

Sincerely yours,

Guy M. Hicks

cc: Wesley Minella, Essex Communications, Inc. d/b/a eLEC Communications
Nancy Beck, Essex Communications d/b/a eLEC Communications

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and Essex Communications, Inc. d/b/a eLEC Communications Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. 02-00690

**PETITION FOR APPROVAL OF THE
AMENDMENT TO THE INTERCONNECTION AGREEMENT
NEGOTIATED BETWEEN BELL SOUTH TELECOMMUNICATIONS, INC.
AND ESSEX COMMUNICATIONS, INC. D/B/A eLEC COMMUNICATIONS
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996**

COME NOW, Essex Communications, Inc. d/b/a eLEC Communications ("eLEC") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated May 11, 2002 (the "Amendment") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, eLEC and BellSouth state the following:

1. eLEC 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 eLEC. The Interconnection Agreement was filed with the Tennessee Regulatory Authority ("TRA") on May 13, 2002 for approval.

2. The parties have recently negotiated an Amendment to the Agreement which adds the new port USOCs and rates. A copy of the Amendment is attached hereto and incorporated herein by reference.

3. Pursuant to Section 252(e) of the Telecommunications Act of 1996, eLEC and BellSouth are submitting their Amendment to the TRA for its consideration and approval. The Amendment provides that either or both of the parties is authorized to submit this Amendment 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 Amendment between BellSouth and eLEC 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. eLEC and BellSouth aver that the Amendment is consistent with the standards for approval.

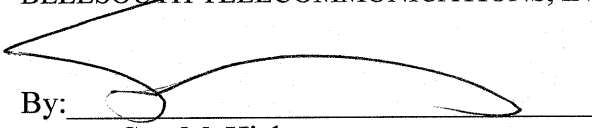
6. Pursuant to Section 252(i) of the Act, BellSouth shall make the Agreement available upon the same terms and conditions contained therein.

eLEC and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 1st day of Nov, 2002.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

By: 

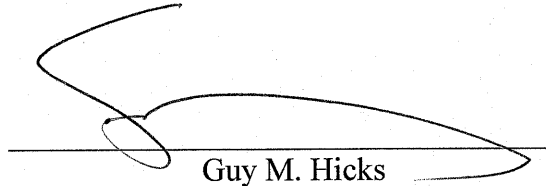
Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, Tennessee 37201-3300
(615) 214-6301
Attorney for BellSouth

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 27 day of Nov., 2002:

Wesley Minella
Essex Communications Inc.,
d/b/a eLEC Communications
543 Main Street
New Rochelle, NY 10801

Nancy Beck
Essex Communications Inc.
d/b/a eLEC Communications
509 Westport Avenue
Norwalk, CT 06851



Guy M. Hicks

**AMENDMENT
TO THE
AGREEMENT BETWEEN
ESSEX COMMUNICATIONS, INC. DBA ELEC COMMUNICATIONS
AND
BELL SOUTH TELECOMMUNICATIONS, INC.
DATED MAY 11, 2002**

Pursuant to this Amendment, (the "Amendment"), Essex Communications, Inc. dba eLEC Communications, ("eLEC"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated May 11, 2002, ("Agreement") to be effective thirty (30) days after the date of the last signature executing the Amendment.

WHEREAS, BellSouth and eLEC entered into the Agreement on May 11, 2002, and;

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

1. The Parties agree to add to the rates in Exhibit B 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 May 11, 2002, 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.

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

Essex Communications, Inc. dba
ELEC Communications

By: [Signature]

Name: Wesley M. Della

Title: Dir of operations

Date: 9-18-02

BellSouth Telecommunications, Inc.

By: [Signature]

Name: Elizabeth R. A. Shiroishi

Title: Assistant Director

Date: 9/23/02

UNBUNDLED NETWORK ELEMENTS - Alabama																
CATEGORY	RATE ELEMENTS	Interim Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR			Attachment: 2			Exhibit: B	
					Nonrecurring First	Nonrecurring Add'l	Disconnect First	Disconnect Add'l	SOME C	SOME M	SOME A	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-1st	
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 Zones, refer to Internet Website: http://www.interconnection.bellsouth.com/become_a_clec/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																
Low Usage Line Port without Caller ID capability																
FEATURES																
All Available Vertical Features																
2-WIRE VOICE GRADE LINE PORT RATES (BUS)																
Alabama Extended Local Dialing Port without Caller ID capability																
Incoming Only without Caller ID capability																
FEATURES																
All Available Vertical Features																
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 Combs. For Currently Combined Combs, 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																
2-Wire VG Loop/Port Combo - Zone 2																
2-Wire VG Loop/Port Combo - Zone 3																
UNE Loop Rates																
2-Wire Voice Grade Loop (SL1) - Zone 1																
2-Wire Voice Grade Loop (SL1) - Zone 2																
2-Wire Voice Grade Loop (SL1) - Zone 3																
2-Wire Voice Grade Line Port Rates (Res)																
Alabama Extended Local Dialing Port without Caller ID capability																
Low Usage Line Port without Caller ID capability																
FEATURES																

UNBUNDLED NETWORK ELEMENTS - Alabama													
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	Attachment: 2 Incremental Charge - Manual Svc Order vs. Electronic-1st Add'l	Exhibit: B Incremental Charge - Manual Svc Order vs. Electronic-1st Add'l
					Rec	Nonrecurring First	Add'l	Nonrecurring Disconnect First	SOMECH	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			15.66		
	Incoming Only without Caller ID capability		UEPBX	UEPBE	1.15	40.19	19.83	24.91			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(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st Add'l	Incremental Charge - Manual Svc Order vs. Electronic-1st Add'l	Incremental Charge - Manual Svc Order vs. Electronic-1st Add'l
					Rec	Nonrecurring First	Nonrecurring Add'l	First	Nonrecurring Disconnect Add'l	SOMECH	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.nerconnection.bellsouth.com/become_a_client/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 CREXT and Caller ID		UEPSR	UEPA1	1.40	3.74	3.63	1.88	1.80			11.90	
	Florida Extended Dialing for use with CREXT 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 CREXT and Caller ID		UEPRX	UEPA1	1.17	53.31	26.46					11.90	
	Florida Extended Dialing for use with CREXT and without Caller ID capability		UEPRX	UEPA8	1.17	53.31	26.46					11.90	

UNBUNDLED NETWORK ELEMENTS - Florida										Attachment: 2		Exhibit: B	
CATEGORY	RATE ELEMENTS	Interim Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Add'l
					Rec	Nonrecurring Add'l	First	Nonrecurring Disconnect Add'l	SOME C	SOMEAN	SOMEAN	SOMEAN	SOMEAN
	Low Usage Line Port without Caller ID capability		UEPRX	UEPRT	1.17	53.31	26.46			11.90			
FEATURES	All Features Offered		UEPRX	UEPVE	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	UEPVE	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 DSO equivalent lines. > The Top 8 MSAs in BellSouth's region are: FL (Orlando, FL, 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														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-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Add'l					
					Nonrecurring First	Nonrecurring Add'l	Nonrecurring First	Nonrecurring Add'l							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																	
	2-Wire VG Loop/Port Combo - Zone 2	2																	
	2-Wire VG Loop/Port Combo - Zone 3	3																	
UNE Loop Rates																			
	2-Wire Voice Grade Loop (SL1) - Zone 1	1	UEPRX	UEPLX															
	2-Wire Voice Grade Loop (SL1) - Zone 2	2	UEPRX	UEPLX															
	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															
	Florida Extended Dialing for use with CREX7 and Caller ID		UEPRX	UEPA1															
	Florida Extended Dialing for use with CREX7 and without Caller ID capability		UEPRX	UEPA8															
	Low Usage Line Port without Caller ID capability		UEPRX	UEPRT															
LOCAL NUMBER PORTABILITY																			
	Local Number Portability (1 per port)		UEPRX	LNPCX															
FEATURES																			
	All Features Offered		UEPRX	UEPVF															
NONRECURRING CHARGES - CURRENTLY COMBINED																			
	2-Wire Voice Grade Loop / Line Port Combination - Switch-as-is		UEPRX	USAC2															
	2-Wire Voice Grade Loop / Line Port Combination - Switch with change		UEPRX	USACC															
ADDITIONAL NRCs																			
	NRC - 2-Wire Voice Grade Loop/Line Port Combination - Subsequent		UEPRX	USAS2															
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																	
	2-Wire VG Loop/Port Combo - Zone 2	2																	
	2-Wire VG Loop/Port Combo - Zone 3	3																	
UNE Loop Rates																			
	2-Wire Voice Grade Loop (SL1) - Zone 1	1	UEPBX	UEPLX															
	2-Wire Voice Grade Loop (SL1) - Zone 2	2	UEPBX	UEPLX															
	2-Wire Voice Grade Loop (SL1) - Zone 3	3	UEPBX	UEPLX															
2-Wire Voice Grade Line Port (Bus)																			
	Incoming Only without Caller ID capability		UEPBX	UEPBE															
LOCAL NUMBER PORTABILITY																			
	Local Number Portability (1 per port)		UEPBX	LNPCX															

UNBUNDLED NETWORK ELEMENTS - Florida																		
CATEGORY	RATE ELEMENTS	Interim Zone	BCS	USOC	RATES(\$)						Svc Order Submitted Elec per LSR		Svc Order Submitted Manually per LSR		Attachment: 2		Exhibit: B	
					Rec	Nonrecurring		Nonrecurring Disconnect		SOMEC	SOMAN	Incremental Charge - Manual Svc Order vs. Electronic-1st	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-1st	
						First	Add'l	First	Add'l									
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													Attachment: 2		Exhibit: B	
CATEGORY	RATE ELEMENTS	Interim Zone	BCS	USOC	RATES(\$)			Svc Order Submitted Manually per LSR	Svc Order Submitted Elec per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st Add'l		Incremental Charge - Manual Svc Order vs. Electronic-1st Add'l				
					Rec	Nonrecurring First Add'l	Nonrecurring Disconnect First Add'l			SOMECSOMAN	SOMECSOMAN	SOMECSOMAN	SOMECSOMAN			
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_client/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	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										Attachment: 2				Exhibit: B			
CATEGORY	RATE ELEMENTS	Interim Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	OSS Rates(\$)				Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l	Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l	Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l
					Nonrecurring First	Nonrecurring Add'l	First	Add'l			SOMECSOMAN	SOMECSOMAN	SOMECSOMAN	SOMECSOMAN			
> 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
	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
	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
	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
FEATURES																	
	All Features Offered		UEPRX	UEPVF	0.00	0.00	0.00								33.67	7.88	11.17
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		2.01	0.3108								33.67	7.88	11.17
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch with change		UEPRX	USACC		2.01	0.3108								33.67	7.88	11.17
	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
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)																	

Page 8 of 33

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 Add'l		Incremental Charge - Manual Svc Order vs. Electronic-1st Add'l		
					Rec	Nonrecurring		Nonrecurring Disconnect			SOME	SOMAN	SOMAN	SOMAN	
						First	Add'l								First
	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)			LNPCX	0.35										
	FEATURES														
	All Features Offered			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			14.28										
	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										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-1st	Incremental Charge - Manual Svc Order vs. Electronic-1st
					Nonrecurring		Nonrecurring Disconnect First	Nonrecurring Disconnect Add'l			SOME1	SOMAN		
					Rec	Add'l			SOME1	SOMAN			SOMAN	SOMAN
	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				14.28								
	2-Wire VG Loop/Port Combo - Zone 3	3				21.82								
	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		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		UEPPX	UEPWT	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 - 3-Way		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 DSD 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								

Page 10 of 33

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-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l		
					Rec	Nonrecurring							Nonrecurring Disconnect First	Disconnect Add'l
						First	Add'l							
	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	UEPWC	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							
	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		

[illegible]

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- Disc 1st		Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l	
					Rec	Nonrecurring		Nonrecurring Disconnect				OSS Rates(\$)					
						First	Add'l	First	Add'l			SOMAN	SOMAN	SOMAN	SOMAN		
	2-Wire voice unbundled Georgia basic dialing port - 1-Way		UEPPX	UEPWS	14.00	22.14	15.25	8.45	3.91			33.67	7.88	11.17	3.91		
	Outdial Trunk																
	2-Wire voice unbundled Georgia basic dialing port - 2-Way		UEPPX	UEPWT	14.00	22.14	15.25	8.45	3.91			33.67	7.88	11.17	3.91		
	Trunk																
	LOCAL NUMBER PORTABILITY		UEPPX	LNPQP	3.15												
	Local Number Portability (1 per port)											33.67	7.88	11.17	3.91		
	FEATURES																
	All Features Offered		UEPPX	UEPVF	0.00	0.00	0.00										
	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											19.99	19.99	19.99	19.99		
	Group					14.64	14.64										

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 Add'l		Incremental Charge - Manual Svc Order vs. Electronic-1st Add'l			
					Rec	Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First			Nonrecurring Disconnect Add'l	SOME	SOMAN	SOME	SOMAN	SOME
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_client/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																
Low Usage Line Port without Caller ID capability																
FEATURES																
All Available Vertical Features																
2-WIRE VOICE GRADE LINE PORT RATES (BUS)																
Kentucky Extended Local Dialing Port without Caller ID capability																
Incoming Only without Caller ID capability																
FEATURES																
All Available Vertical Features																
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 Combs. For Currently Combined Combs, 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																
2-Wire VG Loop/Port Combo - Zone 2																
2-Wire VG Loop/Port Combo - Zone 3																
UNE Loop Rates																
2-Wire Voice Grade Loop (SL1) - Zone 1																
2-Wire Voice Grade Loop (SL1) - Zone 2																
2-Wire Voice Grade Loop (SL1) - Zone 3																
2-Wire Voice Grade Line Port Rates (Res)																
Kentucky Extended Local Dialing Port without Caller ID capability																
Low Usage Line Port without Caller ID capability																
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
					Rec	Nonrecurring		Nonrecurring Disconnect Add'l						
						First	Add'l							
	AI Features Offered		UEPRX	UEPVF	0.00	0.00	0.00			7.86				
	LOCAL NUMBER PORTABILITY		UEPRX	LNPCX	0.35									
	Local Number Portability (1 per port)													
	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	2.67			7.86			
	Incumbent Only without Caller ID capability		UEPBX	UEPBE	1.15	21.29	15.49	2.67			7.86			
	LOCAL NUMBER PORTABILITY		UEPBX	LNPCX	0.35									
	Local Number Portability (1 per port)		UEPBX	UEPVF	0.00	0.00	0.00				7.86			
	FEATURES													
	AI Features Offered													
	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										Attachment: 2		Exhibit B	
CATEGORY	RATE ELEMENTS	Interim Zone	BCS	USOC	RATES(\$)	Svc Order Submitted Manually per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	OSS Rates(\$)		SOMAN	SOMAN
										Nonrecurring First	Nonrecurring Add'l		
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_dechtml/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	2.31								
	Louisiana Calling Plan Port without Caller ID capability		UEPSR	UEPQO	2.31								
	Low Usage Line Port without Caller ID capability		UEPSR	UEPRT	2.31								
FEATURES													
	All Available Vertical Features		UEPSR	UEPVF	0.00								
2-WIRE VOICE GRADE LINE PORT RATES (BUS)													
	Louisiana Extended Local Dialing Port without Caller ID		UEPSB	UEPWH	2.31								
	Louisiana Business Area Calling Port without Caller ID capability		UEPSB	UEPBA	2.31								
	Incoming Only without Caller ID capability		UEPSB	UEPBE	2.31								
FEATURES													
	All Available Vertical Features		UEPSB	UEPVF	0.00								
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			49.82								
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/ Elec Submitted Manually per LSR	Svc Order/ Elec Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic- Add'l		Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st
					Rec	Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnected First			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	LNFCX	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			48.62								
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	LNFCX	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														
CATEGORY	RATE ELEMENTS	Interim Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Manually per LSR	Svc Order Submitted Manually per LSR	Attachment: 2		Exhibit: B	
					Nonrecurring Add'l	Nonrecurring Disconnect First	Nonrecurring Add'l	Nonrecurring Disconnect First			Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-1st
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 DSO 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 Rates 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				11.77								
	2-Wire Voice Grade Loop (SL1) - Zone 2	2				22.39								
	2-Wire Voice Grade Loop (SL1) - Zone 3	3				48.26								
2-Wire Voice Grade Line Port (Res)														
	Louisiana Extended Local Dialing Port without Caller ID capability					14.00		90.00					31.92	7.32
	Louisiana Calling Plan Port without Caller ID capability					14.00		90.00					31.92	7.32
	Low Usage Line Port without Caller ID capability					14.00		90.00						
LOCAL NUMBER PORTABILITY														
	Local Number Portability (1 per port)					0.35								
FEATURES														
	All Features Offered					0.00		0.00					31.92	7.32
NONRECURRING CHARGES - CURRENTLY COMBINED														
	2-Wire Voice Grade Loop / Line Port Combination - Switch-as-is							41.50					31.92	7.32
	2-Wire Voice Grade Loop / Line Port Combination - Switch with change							41.50					31.92	7.32
ADDITIONAL NRCs														
	NRC - 2-Wire Voice Grade Loop/Line Port Combination - Subsequent					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				11.77								
	2-Wire Voice Grade Loop (SL1) - Zone 2	2				22.39								
	2-Wire Voice Grade Loop (SL1) - Zone 3	3				48.26								

Page 18 of 33

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-1st	Incremental Charge - Manual Svc Order vs. Electronic-1st
					Rec	Nonrecurring Add'l	First	Nonrecurring Disconnect Add'l	SOME	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	
	Louisiana Business Area Calling Port without Caller ID capability		UEPBX	UEPBE	14.00	90.00	90.00				31.92	7.32	
	Incoming Only without Caller ID capability												
	LOCAL NUMBER PORTABILITY												
	Local Number Portability (1 per port)		UEPBX	LNFCX	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	

21 of 34

22 of 34

UNBUNDLED NETWORK ELEMENTS - Mississippi													Attachment: 2				Exhibit: B			
CATEGORY	RATE ELEMENTS	Interim Zone	BCS	USOC	RATES(\$)				Svc Order Elec Submitted per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-Add'l				Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l					
					Nonrecurring		First	Disconnect			Add'l	SOME	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN		
					First	Add'l													First	Add'l
	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)		UEPPX	UEPA5	1.23	69.37	32.48	37.86	6.17		15.75									
	PBX 2-Way Combo MS Local Opt 2 Calling Port																			
	LOCAL NUMBER PORTABILITY		UEPPX	LNPOP	3.15	0.00	0.00													
	Local Number Portability (1 per port)		UEPPX	UEPVF	2.56	0.00	0.00				15.75									
	FEATURES																			
	All Features Offered																			
	NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED		UEPPX	USAC2		7.98	1.91				15.75									
	2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Conversion - Switch-As-Is		UEPPX	USACC		7.98	1.91				15.75									
	2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Conversion - Switch with Change																			
	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										Attachment: 2		Exhibit: B	
CATEGORY	RATE ELEMENTS	Interim Zone	BCS	USOC	RATES(\$)		Svc Order Submitted Manually per LSR	Svc Order Submitted Elec per LSR	Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st		
					Nonrecurring Add'l	First							

UNBUNDLED NETWORK ELEMENTS - North Carolina													Attachment: 2		Exhibit: B	
CATEGORY	RATE ELEMENTS	Interim Zone	BCS	USOC	RATES(\$)			Svc Order Submitted Manually per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-1st				
					Nonrecurring Add'l	First	Nonrecurring Add'l						First	Nonrecurring Add'l	First	
																Rec
	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				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)		UEPBX	UEPBE		2.28	79.59	63.97			40.18	9.45				
	Incoming Only without Caller ID capability															
	LOCAL NUMBER PORTABILITY		UEPBX	LNPCX		0.35										
	Local Number Portability (1 per port)		UEPBX	UEPVF		3.40	0.00	0.00			40.18	9.45				
	FEATURES															
	All Features Offered															
	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. > 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(\$)				Attachment: 2				Exhibit: B
					Svc Order Submitted Elec per LSR	Svc Order Manually Submitted per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-1st Add'l	SOME	SOMAN	SOMAN	SOMAN	
					Rec	Nonrecurring Add'l First	Nonrecurring Disconnect First	Add'l					
> 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					
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													
CATEGORY	RATE ELEMENTS	Interim Zone	BCS	USOC	RATES(\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 2			Exhibit: B		
								Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-1st
						Rec	Nonrecurring Add'l First	Nonrecurring Disconnect Add'l First	SOME C	SOMAN	SOMAN	SOMAN	
							41.50	41.50		40.18	9.45		
	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									
	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														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-1st		Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-1st	
					Rec	Nonrecurring Add'l	First	Nonrecurring Disconnect Add'l			SOME	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_dia/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	UEPWL	1.65	2.38	2.28	1.42	1.33						15.69		
	Low Usage Line Port without Caller ID capability		UEPSR	UEPWL	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	UEPWB	1.65	2.38	2.28	1.42	1.33						15.69		
	South Carolina Business Area Calling Port without Caller ID capability		UEPSB	UEPWB	1.65	2.38	2.28	1.42	1.33						15.69		
	Incoming Only without Caller ID capability		UEPSB	UEPWB	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 Combs. For Currently Combined Combs, 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-1st	
					Rec	Nonrecurring		Nonrecurring Disconnect Add'l			SOME	SOMAN	SOMAN	SOMAN
						First	Add'l							
	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							
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 capability		UEPBX	UEPBB	1.13	37.93	16.72			15.69				
	Incoming Only without Caller ID capability		UEPBX	UEPBE	1.13	37.93	16.72							
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										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 Add'l	Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st Add'l	Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l		
					Nonrecurring First	Discontinue Add'l							
					Rec	Nonrecurring First			SOME	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_client/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				2.92	10.54	13.32	1.40
	Tennessee Extended Local Dialing Port without Caller ID capability		UEPSR	UEPWN	1.89	9.93				2.92	10.54	13.32	1.40
	Low Usage Line Port without Caller ID capability		UEPSR	UEPRT	1.89	9.93				2.92	10.54	13.32	1.40
FEATURES													
	All Available Vertical Features		UEPSR	UEPVF	0.00	0.00					20.35	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				2.92	10.54	13.32	1.40
	Tennessee (BUS) Inward Collierville and Memphis Local Calling Plan		UEPSB	UEPB2	1.89	9.93				2.92	10.54	13.32	1.40
	Tennessee (BUS) 2-Way Collierville and Memphis Local Calling Plan		UEPSB	UEPB3	1.89	9.93				2.92	10.54	13.32	1.40
	Incoming Only without Caller ID capability		UEPSB	UEPBE	1.89	9.93				2.92	10.54	13.32	1.40
FEATURES													
	All Available Vertical Features		UEPSB	UEPVF	0.00	0.00					20.35	13.32	1.40
EXCHANGE PORT RATES (DID & PBX)													
	PBX Trunk Combination, Collierville and Memphis Local Calling Plan		UEPSP	UEPA6	1.79	9.93				2.92	10.54	13.32	1.40
	PBX 2-Way Combo First Trunk Collierville and Memphis Local Calling Plan		UEPSP	UEPA7	1.79	9.93				2.92	10.54	13.32	1.40
FEATURES													
	All Available Vertical Features		UEPSP	UEPVF	0.00	0.00					20.35	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 Comboxes. For Currently Combined Comboxes, 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										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-Disc Add'l							
					Rec	Nonrecurring First	Add'l	Nonrecurring Disconnect First			SOMECC	SOMAN	OSS Rates(\$)	SOMAN	SOMAN	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	
	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 (Ras)																	
	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	LNPOX		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 charge		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	LNPOX		0.35												

UNBUNDLED NETWORK ELEMENTS - Tennessee										Attachment: 2		Exhibit: B	
CATEGORY	RATE ELEMENTS	Interim Zone	BCS	USOC	RATES(\$)				Svc Order/ Elec Submitted 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-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l
					Rec	Nonrecurring First	Add'l	Nonrecurring First	SOMECH	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	18.31								
	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, Collville 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 Collville 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	LNPQP	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		
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(\$)				Svc Order Submitted Manually per LSR	Svc Order Submitted Elec per LSR	Attachment: 2				Exhibit: B			
					Nonrecurring First	Add'l	Nonrecurring First	Add'l			SOMEK	SOMAN	SOMAN	SOMAN	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-1st
	> 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	90.00							30.89	7.03		
	Tennessee Extended Local Dialing Port without Caller ID capability		UEPRX	UEPRW	14.00	90.00	90.00	90.00							30.89	7.03		
	Low Usage Line Port without Caller ID capability		UEPRX	UEPRT	14.00	90.00	90.00	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	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	41.50							30.89	7.03		
	2-Wire Voice Grade Loop / Line Port Combination - Switch with change		UEPRX	USACC		41.50	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	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	90.00							30.89	7.03		
	Tennessee (BUS) Inward Collierville and Memphis Local Calling Plan		UEPBX	UEPB2	14.00	90.00	90.00	90.00							30.89	7.03		

UNBUNDLED NETWORK ELEMENTS - Tennessee										Attachment: 2		Exhibit: B	
CATEGORY	RATE ELEMENTS	Interim Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Manually per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l		Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l
					Nonrecurring First	Add'l	Nonrecurring First	Nonrecurring Disconnect Add'l			SOME	SOMAN	SOMAN
	Tennessee (BUS) 2-Way Callville and Memphis Local Calling Plan		UEPB3		14.00	90.00					30.89	7.03	
	Incoming Only without Caller ID capability		UEPBE		14.00	90.00					30.89	7.03	
	LOCAL NUMBER PORTABILITY		UEPBX										
	Local Number Portability (1 per port)		LNPCX		0.35								
	FEATURES												
	All Features Offered		UEPVF		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 NRC's												
	NRC - 2-Wire Voice Grade Loop/Line Port Combination - Subsequent		UEPBX	USAS2	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			28.48								
	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	UEPPLX		12.48								
	2-Wire Voice Grade Loop (SL 1) - Zone 2	2	UEPPLX		18.31								
	2-Wire Voice Grade Loop (SL 1) - Zone 3	3	UEPPLX		21.32								
	2-Wire Voice Grade Line Port Rates (BUS - PBX)												
	PBX Trunk Combination, Callville and Memphis Local Calling Plan		UEPPLX	UEPA6	14.00	90.00					30.89	7.03	
	PBX 2-Way Combo First Trunk Callville and Memphis Local Calling Plan		UEPPLX	UEPA7	14.00	90.00					30.89	7.03	
	LOCAL NUMBER PORTABILITY												
	Local Number Portability (1 per port)		UEPPLX	LNPCP	3.15	0.00							
	FEATURES												
	All Features Offered		UEPPLX	UEPVF	0.00	0.00					30.89	7.03	
	NONRECURRING CHARGES (NRC's) - CURRENTLY COMBINED												
	2-Wire Voice Grade Loop/Line Port Combination (PBX) - Conversion - Switch-As-is		UEPPLX	USAC2	41.50	41.50					30.89	7.03	
	2-Wire Voice Grade Loop/Line Port Combination (PBX) - Conversion - Switch with Change		UEPPLX	USACC	41.50	41.50					30.89	7.03	
	ADDITIONAL NRC's												
	2-Wire Voice Grade Loop/Line Port Combination (PBX) - Subsequent Activity		UEPPLX	USAS2	0.00	0.00					30.89	7.03	
	PBX Subsequent Activity - Change/Rearrange Multiline Hunt Group				14.64	14.64					30.89	7.03	