



BellSouth Telecommunications, Inc.
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Guy M. Hicks
General Counsel

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December 19, 2002

VIA HAND DELIVERY

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

Re: *Approval of the Amendments to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and Lightyear Communications, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. 02-00608

02-01315

Dear Chairman Kyle:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, Lightyear Communications, Inc. 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 Amendments to the Interconnection Agreement dated May 25, 2002. The first Amendment adds rates to Attachment 2 to the Agreement and the second Amendment adds Unbundled Remote Call Forwarding service to the Agreement.

Thank you for your attention to this matter.

Sincerely yours,

Guy M. Hicks

cc: John Grieve, Lightyear Communications, Inc.

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

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

Docket No. ~~02-00608~~
02-01315

PETITION FOR APPROVAL OF THE
AMENDMENTS TO THE INTERCONNECTION AGREEMENT
NEGOTIATED BETWEEN BELL SOUTH TELECOMMUNICATIONS, INC.
AND LIGHTYEAR COMMUNICATIONS, INC.
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, Lightyear Communications, Inc. ("Lightyear") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendments to the Interconnection Agreement dated May 25, 2002 (the "Amendments") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, Lightyear and BellSouth state the following:

1. Lightyear 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 Lightyear. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on July 23, 2002.

2. The parties have recently negotiated two Amendments to the Agreement. The first Amendment adds rates to Attachment 2 to the Agreement and the second Amendment adds Unbundled Remote Call Forwarding service to the Agreement. Copies of the Amendments are attached hereto and incorporated herein by reference.

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

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

4. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendments between BellSouth and Lightyear 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. Lightyear and BellSouth aver that the Amendments are consistent with the standards for approval.

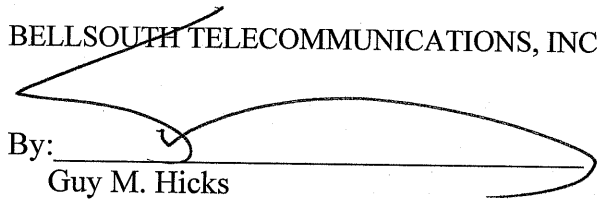
6. Pursuant to Section 252(i) of the Act, BellSouth shall make the Agreement available upon the same terms and conditions contained therein.

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

This 19th day of Dec., 2002.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

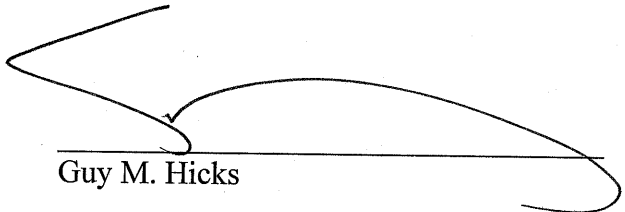
By: 

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 Amendments to the Interconnection Agreement on the following via United States Mail on the 18 day of Dec., 2002:

John Grieve
Lightyear Communications, Inc,
1901 Eastpoint Parkway
Louisville, KY 40223



Guy M. Hicks

TENNESSEE REGULATORY AUTHORITY

Melvin Malone, Chairman
Lynn Greer, Director
Sara Kyle, Director



460 James Robertson Parkway
Nashville, Tennessee 37243-0505

I. REQUIRED FILING FEES:

- A. Pursuant to Tennessee Code Annotated § 65-2-103:
 - (1) Every petition filed with the authority shall be in writing and shall be accompanied by a filing fee of twenty-five dollars (\$25.00).
 - (2) Any petition filed on behalf of multiple parties shall be accompanied by a payment of twenty-five dollars (\$25.00) for each party.
- B. Pursuant to Rule #1220-4-2-.57(5)(k) of the Tennessee Regulatory Authority an application for authority submitted by a reseller shall include a \$50 registration fee. This registration fee is in lieu of the filing fee required per TCA §65-2-103.
- C. All requests for name changes will require a \$25.00 filing fee.

II. NUMBER OF COPIES REQUIRED:

- A. COCOT's, Resale Applications, and Tariffs: 1 original plus 4 copies.
- B. All other petitions: 1 original plus 13 copies.

III. FILING PROCEDURES:

- A. Petitions are to be on 8½" x 11" paper with at least one copy single-sided for scanning purposes.
- B. The deadline for filing is 4:30 PM Monday through Friday (holidays excluded).

65-2-103. Petitions to be in writing - Filing fees.

- (a) Every petition filed with the authority shall be in writing and shall be accompanied by a filing fee of twenty-five dollars (\$25.00).
- (b) Any petition filed on behalf of multiple parties shall be accompanied by a payment of twenty-five dollars (\$25.00) for each party.

[Acts 1986, ch. 862, § 1; 1995, ch. 305, § 9.]

65-2-104. Petition for declaratory ruling by the authority.

On the petition of any interested person, the authority may issue a declaratory ruling with respect to the applicability to any person, property, or state of facts of any rule or statute enforceable by it or with respect to the meaning and scope of any order of the authority. A declaratory ruling, if issued after argument and stated to be binding, is binding between the authority and the petitioner on the state of facts alleged in the petition, unless it is altered or set aside by a court in a proper proceeding. Such rulings are subject to review in the chancery court of Davidson County in the manner hereinafter provided for the review of decisions in contested cases. The authority shall prescribe by rule the form for such petitions and the procedure for their submission, consideration, and disposition.

[Acts 1953, ch. 162, § 5 (Williams, § 5501.28); T.C.A. (orig. ed.), § 65-204; Acts 1995, ch. 305, § 9.]

65-2-105. Declaratory judgment on validity of rules.

The validity of any rule of the authority may be determined upon petition for a declaratory judgment thereon addressed to the chancery court of Davidson County, when it appears that the rule, or its threatened application, interferes with or impairs, or threatens to interfere with or impair, the legal rights or privileges of the petitioner. The authority shall be made a party to all such proceedings. Such declaratory judgment may be rendered whether or not the petitioner has first requested the authority to pass upon the validity of the rule in question. In passing on such rules, the court shall declare the rule invalid only if it finds that it violates constitutional provisions or exceeds the statutory authority of the authority or was adopted without compliance with the rulemaking procedures provided for in this chapter.

[Acts 1953, ch. 162, § 4 (Williams, § 5501.27); T.C.A. (orig. ed.), § 65-205; Acts 1995, ch. 305, § 9.]

65-2-106. Show cause orders.

The authority is empowered and authorized in the exercise of the powers and jurisdiction conferred upon it by law to issue orders on its own motion citing persons under its jurisdiction to appear before it and show cause why the authority should not take such action as the authority shall indicate in its show cause order appears justified by preliminary investigation made by the authority under the powers conferred upon it by law. All such show cause orders shall fully and specifically state the grounds and

**AMENDMENT
TO THE
AGREEMENT BETWEEN
LIGHTYEAR COMMUNICATIONS, INC
AND
BELL SOUTH TELECOMMUNICATIONS, INC.
DATED MAY 25, 2002**

Pursuant to this Amendment, (the "Amendment"), Lightyear Communications, Inc., ("Lightyear"), 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 25, 2002 ("Agreement") to be effective thirty (30) days after the date of the last signature executing the Amendment.

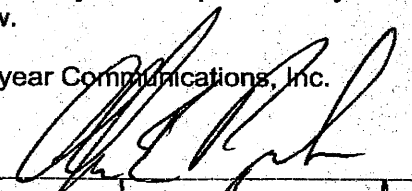
WHEREAS, BellSouth and Lightyear entered into the Agreement on May 25, 2002, and;

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 25, 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.
4. Neither party waives any right to seek clarification from the Commission regarding retroactive application of the rates contained in this Amendment.

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

Lightyear Communications, Inc.

By: 

Name: Christopher E. Payton

Title: Director Local Services

Date: 9/3/02

BellSouth Telecommunications, Inc.

By: 

Name: Elizabeth A. Shingler

Title: Assistant Director

Date: 9/3/02

UNBUNDLED NETWORK ELEMENTS - Alabama														
CATEGORY	RATE ELEMENTS	Interim Zone	BCS	USOC	RATES(\$)			Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 2			Exhibit: B	
					Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First			SOMECD	SOMAN	Incremental Charge - Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc 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_clec/html/interconnection.htm														
UNBUNDLED LOCAL EXCHANGE SWITCHING(PORTS)														
Exchange Ports														
NOTE: Although the Port Rate Includes all available features in GA, KY, LA & TN, the desired features will need to be ordered using retail USOCs														
2-WIRE VOICE GRADE LINE PORT RATES (RES)														
Alabama Extended Local Dialing Port without Caller ID capability														
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 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														
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	Attachment: 2			Exhibit: B
					Nonrecurring		Nonrecurring Disconnect Add'l	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	Incremental Charge - Manual Svc Order vs. Electronic-1st Add'l	
					Rec	First								
	All Features Offered		UEPRX	UEPVF	1.98	0.00	0.00					15.66		
	LOCAL NUMBER PORTABILITY													
	Local Number Portability (1 per port)		UEPRX	LNPCX	0.35									
	NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED													
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch-as-is		UEPRX	USAC2		0.10	0.10					15.66		
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch with change		UEPRX	USACC		2.80	0.41					15.66		
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Subsequent Database Update					1.44						15.66		
	ADDITIONAL NRCs													
	2-Wire Voice Grade Loop/Line Port Combination - Subsequent Activity		UEPRX	USAS2	0.00	0.00	0.00					15.66		
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)													
	UNE Port/Loop Combination Rates													
	2-Wire VG Loop/Port Combo - Zone 1	1			12.70									
	2-Wire VG Loop/Port Combo - Zone 2	2			21.19									
	2-Wire VG Loop/Port Combo - Zone 3	3			34.80									
	UNE Loop Rates													
	2-Wire Voice Grade Loop (SL1) - Zone 1	1	UEPBX	UEPLX	11.55									
	2-Wire Voice Grade Loop (SL1) - Zone 2	2	UEPBX	UEPLX	20.04									
	2-Wire Voice Grade Loop (SL1) - Zone 3	3	UEPBX	UEPLX	33.65									
	2-Wire Voice Grade Line Port (Bus)													
	Alabama Extended Local Dialing Port without Caller ID capability		UEPBX	UEPWB	1.15	40.19	19.83	24.91	6.63			15.66		
	Incoming Only without Caller ID capability		UEPBX	UEPBE	1.15	40.19	19.83	24.91	6.63			15.66		
	LOCAL NUMBER PORTABILITY													
	Local Number Portability (1 per port)		UEPBX	LNPCX	0.35									
	FEATURES													
	All Features Offered		UEPBX	UEPVF	1.98	0.00	0.00					15.66		
	NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED													
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch-as-is		UEPBX	USAC2		0.10	0.10					15.66		
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch with change		UEPBX	USACC		2.80	0.41					15.66		
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Subsequent Database Update					1.44						15.66		
	ADDITIONAL NRCs													
	2-Wire Voice Grade Loop/Line Port Combination - Subsequent Activity		UEPBX	USAS2		0.00	0.00					15.66		

UNBUNDLED NETWORK ELEMENTS - Florida										
CATEGORY	RATE ELEMENTS	Interim Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l
					Nonrecurring Add'l	First	Nonrecurring Disconnect Add'l	SOME C	SOMAN	Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l
					Rec	First	First	SOME C	SOMAN	Incremental Charge - Manual Svc Order vs. Electronic- Disc 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_ded/html/interconnection.htm										
UNBUNDLED LOCAL EXCHANGE SWITCHING(PORTS)										
Exchange Ports										
NOTE: Although the Port Rate Includes all available features in GA, KY, LA & TN, the desired features will need to be ordered using retail USOCs										
2-WIRE VOICE GRADE LINE PORT RATES (RES)										
	Florida Area Calling Port without Caller ID capability		UEPSR	UEPA9	1.40	3.74	1.88			
	Florida Extended Dialing for use with CREX7 and Caller ID		UEPSR	UEPAT	1.40	3.74	1.88			11.90
	Florida Extended Dialing for use with CREX7 and without Caller ID capability		UEPSR	UEPA8	1.40	3.74	1.88			11.90
	Low Usage Line Port without Caller ID capability		UEPSR	UEPRT	1.40	3.74	1.88			11.90
FEATURES										
	All Available Vertical Features		UEPSR	UEPVF	2.28	0.00				11.90
2-WIRE VOICE GRADE LINE PORT RATES (BUS)										
	Incoming Only without Caller ID capability		UEPSB	UEPBE	1.40	3.74	1.88			11.90
FEATURES										
	All Available Vertical Features		UEPSB	UEPVF	2.28	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	17.08					
	2-Wire Voice Grade Loop (SL1) - Zone 3	3	UEPRX	UEPLX	31.87					
2-Wire Voice Grade Line Port Rates (Res)										
	Florida Area Calling Port without Caller ID capability		UEPRX	UEPA9	1.17	53.31	26.46			11.90
	Florida Extended Dialing for use with CREX7 and Caller ID		UEPRX	UEPA1	1.17	53.31	26.46			11.90
	Florida Extended Dialing for use with CREX7 and without Caller ID capability		UEPRX	UEPA8	1.17	53.31	26.46			11.90

UNBUNDLED NETWORK ELEMENTS - Florida										Attachment: 2		Exhibit: B	
CATEGORY	RATE ELEMENTS	Interim Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec 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
	Low Usage Line Port without Caller ID capability		UEPRX	UEPRT	Rec	Nonrecurring Add'l	First	Add'l	SOMECH	SOMAN	SOMAN	SOMAN	SOMAN
					1.17	53.31	28.46			11.90			
FEATURES	All Features Offered		UEPRX	UEPVF	2.26	0.00	0.00			11.90			
LOCAL NUMBER PORTABILITY	Local Number Portability (1 per port)		UEPRX	LNPCX	0.35								
NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch-as-is		UEPRX	USAC2			0.102	0.102		11.90			
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch with change		UEPRX	USACC			0.102	0.102		11.90			
ADDITIONAL NRCs	2-Wire Voice Grade Loop/Line Port Combination - Subsequent Activity		UEPRX	USAS2	0.00	0.00	0.00			11.90			
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)													
LINE 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								
LINE Loop Rates													
	2-Wire Voice Grade Loop (SL1) - Zone 1	1	UEPBX	UEPXL	12.94								
	2-Wire Voice Grade Loop (SL1) - Zone 2	2	UEPBX	UEPXL	17.08								
	2-Wire Voice Grade Loop (SL1) - Zone 3	3	UEPBX	UEPXL	31.87								
2-Wire Voice Grade Line Port (Bus)													
	Incoming Only without Caller ID capability		UEPBX	UEPBE	1.17	53.31	28.46			11.90			
LOCAL NUMBER PORTABILITY	Local Number Portability (1 per port)		UEPBX	LNPCX	0.35								
FEATURES	All Features Offered		UEPBX	UEPVF	2.26	0.00	0.00			11.90			
NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch-as-is		UEPBX	USAC2			0.102	0.102		11.90			
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch with change		UEPBX	USACC			0.102	0.102		11.90			
ADDITIONAL NRCs	2-Wire Voice Grade Loop/Line Port Combination - Subsequent Activity		UEPBX	USAS2	0.00	0.00	0.00			11.90			
UNBUNDLED PORT LOOP COMBINATIONS - MARKET RATES													
> Market Rates shall apply where BellSouth is not required to provide unbundled local switching or switch ports per FCC and/or State Commission rules. This includes unbundled port/loop combinations that are Currently Combined or Not Currently Combined in Zone 1 of the Top 8 MSAs in BellSouth's region for end users with 4 or more 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 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 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	Incremental Charge - Manual Svc Order vs. Electronic-1st Add'l		
					Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First	Nonrecurring Disconnect Add'l			SOMECH	SOMAN	SOMECH	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			28.94													
	2-Wire VG Loop/Port Combo - Zone 2	2			31.06													
	2-Wire VG Loop/Port Combo - Zone 3	3			45.87													
UNE Loop Rates																		
	2-Wire Voice Grade Loop (SL1) - Zone 1	1	UEPRX	UEPLX	17.06													
	2-Wire Voice Grade Loop (SL1) - Zone 2	2	UEPRX	UEPLX	31.87													
	2-Wire Voice Grade Loop (SL1) - Zone 3	3	UEPRX	UEPLX														
2-Wire Voice Grade Line Port (Res)																		
	Florida Area Calling Port without Caller ID capability		UEPRX	UEPA9	14.00	90.00												
	Florida Extended Dialing for use with CREX7 and Caller ID		UEPRX	UEPA1	14.00	90.00												
	Florida Extended Dialing for use with CREX7 and without Caller ID capability		UEPRX	UEPA8	14.00	90.00												
	Low Usage Line Port without Caller ID capability		UEPRX	UEPRT	14.00	90.00												
LOCAL NUMBER PORTABILITY																		
	Local Number Portability (1 per port)		UEPRX	LNPCX	0.35													
FEATURES																		
	All Features Offered		UEPRX	UEPVF	0.00	0.00												
NONRECURRING CHARGES - CURRENTLY COMBINED																		
	2-Wire Voice Grade Loop / Line Port Combination - Switch-as-is change		UEPRX	USAC2	41.50	41.50												
	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												
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			28.94													
	2-Wire VG Loop/Port Combo - Zone 2	2			31.06													
	2-Wire VG Loop/Port Combo - Zone 3	3			45.87													
UNE Loop Rates																		
	2-Wire Voice Grade Loop (SL1) - Zone 1	1	UEPBX	UEPLX	12.94													
	2-Wire Voice Grade Loop (SL1) - Zone 2	2	UEPBX	UEPLX	17.06													
	2-Wire Voice Grade Loop (SL1) - Zone 3	3	UEPBX	UEPLX	31.87													
2-Wire Voice Grade Line Port (Bus)																		
	Incoming Only without Caller ID capability		UEPBX	UEPBE	14.00	90.00												
LOCAL NUMBER PORTABILITY																		
	Local Number Portability (1 per port)		UEPBX	LNPCX	0.35													

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

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

UNBUNDLED NETWORK ELEMENTS - Georgia													
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		Nonrecurring Disconnect First	Add'l			Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-1st	
					First	Add'l							
					Rec								
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)												
	UNE Port/Loop Combination Rates												
	2-Wire VG Loop/Port Combo - Zone 1	1			12.59								
	2-Wire VG Loop/Port Combo - Zone 2	2			14.26								
	2-Wire VG Loop/Port Combo - Zone 3	3			21.62								
	UNE Loop Rates												
	2-Wire Voice Grade Loop (SL 1) - Zone 1	1	UEPPX	UEPLX	10.80								
	2-Wire Voice Grade Loop (SL 1) - Zone 2	2	UEPPX	UEPLX	12.47								
	2-Wire Voice Grade Loop (SL 1) - Zone 3	3	UEPPX	UEPLX	19.83								
	2-Wire Voice Grade Line Port Rates (BUS - PBX)												
	2-Wire voice unbundled Georgia basic dialing port - 1-Way Outdial Trunk		UEPPX	UEPWS	1.79	22.14	15.25	8.45	3.91		33.67	7.88	11.17
	2-Wire voice unbundled Georgia basic dialing port - 2-Way Trunk		UEPPX	UEPWT	1.79	22.14	15.25	8.45	3.91		33.67	7.88	11.17
	LOCAL NUMBER PORTABILITY												
	Local Number Portability (1 per port)		UEPPX	LNPOP	3.15								
	FEATURES												
	All Features Offered		UEPPX	UEPVF	0.00	0.00	0.00				33.67	7.88	11.17
	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
	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
	ADDITIONAL NRCs												
	2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Subsequent Activity		UEPPX	USAS2	0.00	0.00	0.00						
	PBX Subsequent Activity - Change/Rearrange Multiline Hunt Group					14.64	14.64				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 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-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													
2-Wire VG Loop/Port Combo - Zone 2													
2-Wire VG Loop/Port Combo - Zone 3													

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			
					Rec	Nonrecurring		Nonrecurring Disconnect			OSS Rates(\$)						
						First	Add'l				First	Add'l			SOME	SOMAN	SOMAN
UNE Loop Rates																	
	2-Wire Voice Grade Loop (SL1) - Zone 1	1	UEPRX	UEPLX	10.80												
	2-Wire Voice Grade Loop (SL1) - Zone 2	2	UEPRX	UEPLX	12.47												
	2-Wire Voice Grade Loop (SL1) - Zone 3	3	UEPRX	UEPLX	19.83												
2-Wire Voice Grade Line Port (Res)																	
	2-Wire Voice Grade Georgia Basic Dialing Port without Caller ID capability		UEPRX	UEPWC	14.00	90.00	90.00				33.67	7.88	11.17	3.91			
	2-Wire Voice Grade Georgia Basic Dialing Port for use with Caller ID		UEPRX	UEPWQ	14.00	90.00	90.00				33.67	7.88	11.17	3.91			
	2-Wire voice unbundled Georgia basic dialing port - outgoing only		UEPRX	UEPWR	14.00	90.00	90.00				33.67	7.88	11.17	3.91			
	Low Usage Line Port without Caller ID capability		UEPRX	UEPRT	14.00	90.00	90.00				33.67	7.88	11.17	3.91			
LOCAL NUMBER PORTABILITY																	
	Local Number Portability (1 per port)		UEPRX	LNPCX	0.35												
FEATURES																	
	All Features Offered		UEPRX	UEPVF	0.00	0.00	0.00				33.67	7.88	11.17	3.91			
NONRECURRING CHARGES - CURRENTLY COMBINED																	
	2-Wire Voice Grade Loop / Line Port Combination - Switch-as-is change		UEPRX	USAC2	0.00	41.50	41.50				33.67	7.88	11.17	3.91			
	2-Wire Voice Grade Loop / Line Port Combination - Switch with change		UEPRX	USACC		41.50	41.50				33.67	7.88	11.17	3.91			
ADDITIONAL NRCs																	
	NRC - 2-Wire Voice Grade Loop/Line Port Combination - Subsequent		UEPRX	USAS2		0.00	0.00				33.67	7.88	11.17	3.91			
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)																	
UNE Port/Loop Combination Rates																	
	2-Wire VG Loop/Port Combo - Zone 1	1			24.80												
	2-Wire VG Loop/Port Combo - Zone 2	2			26.47												
	2-Wire VG Loop/Port Combo - Zone 3	3			33.83												
UNE Loop Rates																	
	2-Wire Voice Grade Loop (SL1) - Zone 1	1	UEPBX	UEPLX	10.80												
	2-Wire Voice Grade Loop (SL1) - Zone 2	2	UEPBX	UEPLX	12.47												
	2-Wire Voice Grade Loop (SL1) - Zone 3	3	UEPBX	UEPLX	19.83												
2-Wire Voice Grade Line Port (Bus)																	
	2-Wire voice unbundled Georgia basic dialing port without Caller ID - bus		UEPBX	UEPWD	14.00	90.00	90.00				33.67	7.88	11.17	3.91			
	2-Wire voice unbundled Georgia basic dialing port with Caller ID - bus		UEPBX	UEPWP	14.00	90.00	90.00				33.67	7.88	11.17	3.91			
	Incoming Only without Caller ID capability		UEPBX	UEPBE	14.00	90.00	90.00				33.67	7.88	11.17	3.91			
LOCAL NUMBER PORTABILITY																	
	Local Number Portability (1 per port)		UEPBX	LNPCX	0.35												
FEATURES																	
	All Features Offered		UEPBX	UEPVF	0.00	0.00	0.00				33.67	7.88	11.17	3.91			
NONRECURRING CHARGES - CURRENTLY COMBINED																	
	2-Wire Voice Grade Loop / Line Port Combination - Switch-as-is		UEPBX	USAC2		41.50	41.50				33.67	7.88	11.17	3.91			

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

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

UNBUNDLED NETWORK ELEMENTS - Kentucky										Attachment: 2		Exhibit: B	
CATEGORY	RATE ELEMENTS	Interim Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Add'l
					Nonrecurring Add'l	First	Nonrecurring Disconnect Add'l	SOME	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
					Rec	First	First						
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		UEPSR	UEPWE	1.49	3.74	3.63	2.23	2.13	7.86			
	Low Usage Line Port without Caller ID capability		UEPSR	UEPRT	1.49	3.74	3.63	2.23	2.13	7.86			
FEATURES													
	All Available Vertical Features		UEPSR	UEPVF	0.00	0.00	0.00			7.86			
2-WIRE VOICE GRADE LINE PORT RATES (BUS)													
	Kentucky Extended Local Dialing Port without Caller ID capability		UEPSB	UEPVF	1.49	3.74	3.63	2.23	2.13	7.86			
	Incoming Only without Caller ID capability		UEPSB	UEPBE	1.49	3.74	3.63	2.23	2.13	7.86			
FEATURES													
	All Available Vertical Features		UEPSB	UEPVF	0.00	0.00	0.00			7.86			
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES													
> Cost Based Rates are applied where BellSouth is required by FCC and/or State Commission rule to provide Unbundled Local Switching or Switch Ports.													
> Features shall apply to the Unbundled Port/Loop Combination - Cost Based Rate section in the same manner as they are applied to the Stand-Alone Unbundled Port section of this Rate Exhibit.													
> End Office and Tandem Switching Usage and Common Transport Usage rates in the Port section of this rate exhibit shall apply to all combinations of loop/port network elements except for UNE Coin Port/Loop Combinations.													
> The first and additional Port nonrecurring charges apply to Not Currently Combined Combos. For Currently Combined Combos, the nonrecurring charges shall be those identified in the Nonrecurring - Currently Combined sections. Additional NRCs may apply also and are categorized accordingly.													
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)													
UNE Port/Loop Combination Rates													
	2-Wire VG Loop/Port Combo - Zone 1	1			10.79								
	2-Wire VG Loop/Port Combo - Zone 2	2			15.52								
	2-Wire VG Loop/Port Combo - Zone 3	3			31.74								
UNE Loop Rates													
	2-Wire Voice Grade Loop (SL-1) - Zone 1	1	UEPRX	UEPLX	9.64								
	2-Wire Voice Grade Loop (SL-1) - Zone 2	2	UEPRX	UEPLX	14.37								
	2-Wire Voice Grade Loop (SL-1) - Zone 3	3	UEPRX	UEPLX	30.59								
2-Wire Voice Grade Line Port Rates (Res)													
	Kentucky Extended Local Dialing Port without Caller ID capability		UEPRX	UEPWE	1.15	21.29	15.49	2.85	2.67	7.86			
	Low Usage Line Port without Caller ID capability		UEPRX	UEPRT	1.15	21.29	15.49	2.85	2.67	7.86			
FEATURES													

UNBUNDLED NETWORK ELEMENTS - Kentucky															
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			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
	All Features Offered		UEPRX	UEPVF	0.00	0.00	0.00			7.86					
	LOCAL NUMBER PORTABILITY														
	Local Number Portability (1 per port)		UEPRX	LNPCX	0.35										
	NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED														
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch-as-is		UEPRX	USAC2		0.10	0.10			7.86					
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch with change		UEPRX	USACC		0.10	0.10			7.86					
	ADDITIONAL NRCs														
	2-Wire Voice Grade Loop/Line Port Combination - Subsequent Activity		UEPRX	USAS2	0.00	0.00	0.00			7.86					
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)														
	UNE Port/Loop Combination Rates														
	2-Wire VG Loop/Port Combo - Zone 1	1			10.79										
	2-Wire VG Loop/Port Combo - Zone 2	2			15.52										
	2-Wire VG Loop/Port Combo - Zone 3	3			31.74										
	UNE Loop Rates														
	2-Wire Voice Grade Loop (SL1) - Zone 1	1	UEPBX	UEPLX	9.64										
	2-Wire Voice Grade Loop (SL1) - Zone 2	2	UEPBX	UEPLX	14.37										
	2-Wire Voice Grade Loop (SL1) - Zone 3	3	UEPBX	UEPLX	30.59										
	2-Wire Voice Grade Line Port (Bus)														
	Kentucky Extended Local Dialing Port without Caller ID capability		UEPBX	UEPWF	1.15	21.29	15.49	2.85		7.86					
	Incoming Only without Caller ID capability		UEPBX	UEPBE	1.15	21.29	15.49	2.85		7.86					
	LOCAL NUMBER PORTABILITY														
	Local Number Portability (1 per port)		UEPBX	LNPCX	0.35										
	FEATURES														
	All Features Offered		UEPBX	UEPVF	0.00	0.00	0.00			7.86					
	NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED														
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch-as-is		UEPBX	USAC2		0.10	0.10			7.86					
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch with change		UEPBX	USACC		0.10	0.10			7.86					
	ADDITIONAL NRCs														
	2-Wire Voice Grade Loop/Line Port Combination - Subsequent Activity		UEPBX	USAS2	0.00	0.00	0.00			7.86					

UNBUNDLED NETWORK ELEMENTS - Louisiana										
CATEGORY	RATE ELEMENTS	Interim Zone	BCS	USOC	RATES(\$)			Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-1st
					Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First	SOMECH	SOMAN	SOMAN
					Rec	Add'l	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_died/html/interconnection.htm										
UNBUNDLED LOCAL EXCHANGE SWITCHING(PORTS)										
Exchange Ports										
NOTE: Although the Port Rate includes all available features in GA, KY, LA & TN, the desired features will need to be ordered using retail USOCs										
2-WIRE VOICE GRADE LINE PORT RATES (RES)										
	Louisiana Extended Local Dialing Port without Caller ID		UEPSR	UEPWG	1.52	2.31	2.21			
	Louisiana Calling Plan Port without Caller ID capability		UEPSR	UEPRQ	1.52	2.31	2.21			15.20
	Low Usage Line Port without Caller ID capability		UEPSR	UEPRT	1.52	2.31	2.21			15.20
FEATURES										
	All Available Vertical Features		UEPSR	UEPVF	0.00	0.00	0.00			15.20
2-WIRE VOICE GRADE LINE PORT RATES (BUS)										
	Louisiana Extended Local Dialing Port without Caller ID capability		UEPSB	UEPWH	1.52	2.31	2.21			15.20
	Louisiana Business Area Calling Port without Caller ID capability		UEPSB	UEPBA	1.52	2.31	2.21			15.20
	Incoming Only without Caller ID capability		UEPSB	UEPBE	1.52	2.31	2.21			15.20
FEATURES										
	All Available Vertical Features		UEPSB	UEPVF	0.00	0.00	0.00			15.20
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES										
> Cost Based Rates are applied where BellSouth is required by FCC and/or State Commission rule to provide Unbundled Local Switching or Switch Ports.										
> Features shall apply to the Unbundled Port/Loop Combination - Cost Based Rate section in the same manner as they are applied to the Stand-Alone Unbundled Port section of this Rate Exhibit.										
> End Office and Tandem Switching Usage and Common Transport Usage rates in the Port section of this rate exhibit shall apply to all combinations of loop/port network elements except for UNE Coin Port/Loop Combinations.										
> The first and additional Port nonrecurring charges apply to Not Currently Combined Combos. For Currently Combined Combos, the nonrecurring charges shall be those identified in the Nonrecurring - Currently Combined sections. Additional NRCs may apply also and are categorized accordingly.										
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)										
UNE Port/Loop Combination Rates										
	2-Wire VG Loop/Port Combo - Zone 1	1			13.13					
	2-Wire VG Loop/Port Combo - Zone 2	2			23.75					
	2-Wire VG Loop/Port Combo - Zone 3	3			49.82					
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										
CATEGORY	RATE ELEMENTS	Interim Zone	BCS	USOC	RATES(\$)				Attachment 2	
					Nonrecurring Add'l	First	Nonrecurring Disconnect Add'l	Svc Order Submitted Elec per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-1st
					Rec			SOME	SOMAN	SOMAN
	Louisiana Extended Local Dialing Port without Caller ID capability		UEPRX	UEPWG	1.36	38.85	19.08		15.20	
	Louisiana Calling Plan Port without Caller ID capability		UEPRX	UEPRQ	1.36	38.85	19.08		15.20	
	Low Usage Line Port without Caller ID capability		UEPRX	UEPRT	1.36	38.85	19.08		15.20	
	FEATURES									
	All Features Offered		UEPRX	UEPVF	0.00	0.00	0.00		15.20	
	LOCAL NUMBER PORTABILITY									
	Local Number Portability (1 per port)		UEPRX	LNPCX	0.35					
	NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED									
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch-as-is		UEPRX	USAC2		0.10	0.10		15.20	
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch with change		UEPRX	USACC		0.10	0.10		15.20	
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Subsequent Database Update									
	ADDITIONAL NRCs									
	2-Wire Voice Grade Loop/Line Port Combination - Subsequent Activity		UEPRX	USAS2	0.00	0.00	0.00		15.20	
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)									
	UNE Port/Loop Combination Rates									
	2-Wire VG Loop/Port Combo - Zone 1	1			13.13					
	2-Wire VG Loop/Port Combo - Zone 2	2			23.75					
	2-Wire VG Loop/Port Combo - Zone 3	3			49.62					
	UNE Loop Rates									
	2-Wire Voice Grade Loop (SL1) - Zone 1	1	UEPBL	UEPBL	11.77					
	2-Wire Voice Grade Loop (SL1) - Zone 2	2	UEPBL	UEPBL	22.39					
	2-Wire Voice Grade Loop (SL1) - Zone 3	3	UEPBL	UEPBL	48.26					
	2-Wire Voice Grade Line Port (Bus)									
	Louisiana Extended Local Dialing Port without Caller ID capability		UEPBL	UEPWH	1.36	38.85	19.08		15.20	
	Louisiana Business Area Calling Port without Caller ID capability		UEPBL	UEPBA						
	Incoming Only without Caller ID capability		UEPBL	UEPBE	1.36	38.85	19.08		15.20	
	LOCAL NUMBER PORTABILITY									
	Local Number Portability (1 per port)		UEPBL	LNPCX	0.35					
	FEATURES									
	All Features Offered		UEPBL	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		UEPBL	USAC2		0.10	0.10		15.20	
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch with change		UEPBL	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		UEPBL	USAS2	0.00	0.00	0.00		15.20	

UNBUNDLED NETWORK ELEMENTS - Louisiana												
CATEGORY	RATE ELEMENTS	Interim Zone	BCS	USOC	RATES(\$)			Svc Order Submitted Elec 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 First	Nonrecurring Add'l	Nonrecurring Disconnect First	SOMEc	SOMAN	OSS Rates(\$)	SOMAN
							Add'l	Add'l				
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-Castonia-Rock Hill); TN (Nashville). > BellSouth currently is developing the billing capability to mechanically bill the recurring and non-recurring Market Rates in this section. In the interim where BellSouth cannot bill Market Rates, BellSouth shall bill the rates in the Cost-Based section preceding in lieu of the Market Rates and reserves the right to true-up the billing difference. > The Market Rate for unbundled ports includes all available features in all states. > End Office and Tandem Switching Usage and Common Transport Usage rates in the Port section of this rate exhibit shall apply to all combinations of loop/port network elements except for UNE Coin Port/Loop Combinations which have a flat rate usage charge. > For Not Currently Combined scenarios where Market Rates apply, the Nonrecurring charges are listed in the First and Additional NRC columns for each Port USOC. For Currently Combined scenarios, the Nonrecurring charges are listed in the NRC - Currently Combined section. Additional NRCs may apply also and are categorized accordingly.											
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)											
	UNE Port/Loop Combination Rates											
	2-Wire VG Loop/Port Combo - Zone 1	1			25.77							
	2-Wire VG Loop/Port Combo - Zone 2	2			36.39							
	2-Wire VG Loop/Port Combo - Zone 3	3			62.26							
	UNE Loop Rates											
	2-Wire Voice Grade Loop (SL1) - Zone 1	1	UEPRX	UEPLX	11.77							
	2-Wire Voice Grade Loop (SL1) - Zone 2	2	UEPRX	UEPLX	22.39							
	2-Wire Voice Grade Loop (SL1) - Zone 3	3	UEPRX	UEPLX	48.26							
	2-Wire Voice Grade Line Port (Res)											
	Louisiana Extended Local Dialing Port without Caller ID capability		UEPRX	UEPWG	14.00	90.00	90.00				31.92	7.32
	Louisiana Calling Plan Port without Caller ID capability		UEPRX	UEPRQ	14.00	90.00	90.00				31.92	7.32
	Low Usage Line Port without Caller ID capability		UEPRX	UEPRT	14.00	90.00	90.00				31.92	7.32
	LOCAL NUMBER PORTABILITY											
	Local Number Portability (1 per port)		UEPRX	LNPCX	0.35							
	FEATURES											
	All Features Offered		UEPRX	UEPVF	0.00	0.00	0.00				31.92	7.32
	NONRECURRING CHARGES - CURRENTLY COMBINED											
	2-Wire Voice Grade Loop / Line Port Combination - Switch-as-is change		UEPRX	USAC2	41.50	41.50					31.92	7.32
	2-Wire Voice Grade Loop / Line Port Combination - Switch with change		UEPRX	USACC	41.50	41.50					31.92	7.32
	ADDITIONAL NRCs											
	NRC - 2-Wire Voice Grade Loop/Line Port Combination - Subsequent		UEPRX	USAS2	0.00	0.00	0.00				31.92	7.32
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)											
	UNE Port/Loop Combination Rates											
	2-Wire VG Loop/Port Combo - Zone 1	1			25.77							
	2-Wire VG Loop/Port Combo - Zone 2	2			36.39							
	2-Wire VG Loop/Port Combo - Zone 3	3			62.26							
	UNE Loop Rates											
	2-Wire Voice Grade Loop (SL1) - Zone 1	1	UEPBX	UEPLX	11.77							
	2-Wire Voice Grade Loop (SL1) - Zone 2	2	UEPBX	UEPLX	22.39							
	2-Wire Voice Grade Loop (SL1) - Zone 3	3	UEPBX	UEPLX	48.26							

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UNBUNDLED NETWORK ELEMENTS - Mississippi										Attachment: 2				Exhibit: B			
CATEGORY	RATE ELEMENTS	Interim Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec 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	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
					Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First	Nonrecurring Disconnect Add'l									
					Rec				SOME	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
The "Zone" shown in the sections for stand-alone loops or loops as part of a combination refers to Geographically Deaveraged UNE Zones. To view Geographically Deaveraged UNE Zone Designations by Central Office, refer to Internet Website: http://www.interconnection.bellsouth.com/become_a_dlec/html/interconnection.htm																	
UNBUNDLED LOCAL EXCHANGE SWITCHING(PORTS)																	
Exchange Ports																	
NOTE: Although the Port Rate includes all available features in GA, KY, LA & TN, the desired features will need to be ordered using retail USOCs																	
2-WIRE VOICE GRADE LINE PORT RATES (RES)																	
	Mississippi Extended Local Dialing Port without Caller ID capability		UEPSR	UEPWJ	1.41	2.39											
	Low Usage Line Port without Caller ID capability		UEPSR	UEPRT	1.41	2.39											
FEATURES																	
	All Available Vertical Features		UEPSR	UEPVF	2.56	0.00											
2-WIRE VOICE GRADE LINE PORT RATES (BUS)																	
	Mississippi Extended Local Dialing Port without Caller ID capability		UEPSB	UEPWK	1.41	2.39											
	Incoming Only without Caller ID capability		UEPSB	UEPBE	1.41	2.39											
FEATURES																	
	All Available Vertical Features		UEPSB	UEPVF	2.56	0.00											
EXCHANGE PORT RATES (DID & PBX)																	
	PBX 2-Way Combo MS Local Opt 2 Calling Port		UEPSP	UEPA5	1.41	31.45											
FEATURES																	
	All Available Vertical Features		UEPSP	UEPVF	2.56	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																
	2-Wire VG Loop/Port Combo - Zone 2																
	2-Wire VG Loop/Port Combo - Zone 3																
	2-Wire VG Loop/Port Combo - Zone 4																

UNBUNDLED NETWORK ELEMENTS - Mississippi										Attachment: 2			Exhibit: B		
CATEGORY	RATE ELEMENTS	Interim Zone	BCS	USOC	RATES(\$)			Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Order vs. Electronic-1st	Incremental Charge - Manual Order vs. Electronic-1st	Incremental Charge - Manual Order vs. Electronic-1st	Incremental Charge - Manual Order vs. Electronic-1st	Incremental Charge - Manual Order vs. Electronic-1st	Incremental Charge - Manual Order vs. Electronic-1st
					Rec	Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First	Nonrecurring Disconnect Add'l	SOME	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNE Loop Rates	2-Wire Voice Grade Loop (SL1) - Zone 1	1	UEPRX	UEPLX	10.98										
	2-Wire Voice Grade Loop (SL1) - Zone 2	2	UEPRX	UEPLX	15.91										
	2-Wire Voice Grade Loop (SL1) - Zone 3	3	UEPRX	UEPLX	25.04										
	2-Wire Voice Grade Loop (SL1) - Zone 4	4	UEPRX	UEPLX	43.68										
2-Wire Voice Grade Line Port Rates (Res)	Mississippi Extended Local Dialing Port without Caller ID capability		UEPRX	UEPWJ	1.23	40.31	19.84	24.90	6.58	15.75					
	Low Usage Line Port without Caller ID capability		UEPRX	UEPRT	1.23	40.31	19.84	24.90	6.58	15.75					
	Local Number Portability (1 per port)		UEPRX	UEPVF	2.56	0.00	0.00			15.75					
	Local Number Portability (1 per port)		UEPRX	LNPCX	0.35										
NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch-as-is		UEPRX	USAC2		0.0988	0.0988			15.75					
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch with change		UEPRX	USACC		0.0988	0.0988			15.75					
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Subsequent Database Update		UEPRX												
	2-Wire Voice Grade Loop / Line Port Combination - Subsequent Activity		UEPRX	USAS2	0.00	0.00	0.00			15.75					
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										
2-Wire Voice Grade Line Port (Bus)	2-Wire Voice Grade Loop (SL1) - Zone 1	1	UEPBX	UEPLX	10.98										
	2-Wire Voice Grade Loop (SL1) - Zone 2	2	UEPBX	UEPLX	15.91										
	2-Wire Voice Grade Loop (SL1) - Zone 3	3	UEPBX	UEPLX	25.04										
	2-Wire Voice Grade Loop (SL1) - Zone 4	4	UEPBX	UEPLX	43.68										
2-Wire Voice Grade Line Port (Bus)	Mississippi Extended Local Dialing Port without Caller ID capability		UEPBX	UEPWK	1.23	40.31	19.84	24.90	6.58	15.75					
	Incoming Only without Caller ID capability		UEPBX	UEPBE	1.23	40.31	19.84	24.90	6.58	15.75					
	Local Number Portability (1 per port)		UEPBX	LNPCX	0.35										
	Local Number Portability (1 per port)		UEPBX	UEPVF	2.56	0.00	0.00			15.75					
NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED	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		UEPBX												
	2-Wire Voice Grade Loop / Line Port Combination - Subsequent Activity		UEPBX	USAS2	0.00	0.00	0.00			15.75					

UNBUNDLED NETWORK ELEMENTS - Mississippi										Attachment: 2		Exhibit: B	
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)			Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-1st
						Nonrecurring 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
	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			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	UEPPLX	UEPPLX	10.98							
	2-Wire Voice Grade Loop (SL 1) - Zone 2		2	UEPPLX	UEPPLX	15.91							
	2-Wire Voice Grade Loop (SL 1) - Zone 3		3	UEPPLX	UEPPLX	25.04							
	2-Wire Voice Grade Loop (SL 1) - Zone 4		4	UEPPLX	UEPPLX	43.68							
	2-Wire Voice Grade Line Port Rates (BUS - PBX)												
	PBX 2-Way Combo MS Local Opt 2 Calling Port			UEPPX	UEPA5	1.23	69.37	37.86	6.17	15.75			
	LOCAL NUMBER PORTABILITY												
	Local Number Portability (1 per port)			UEPPX	LNPCP	3.15	0.00	0.00					
	FEATURES												
	All Features Offered			UEPPX	UEPVF	2.56	0.00	0.00		15.75			
	NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED												
	2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Conversion - Switch-As-Is			UEPPX	USAC2	7.96	1.91			15.75			
	2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Conversion - Switch with Change			UEPPX	USACC	7.96	1.91			15.75			
	ADDITIONAL NRCs												
	2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Subsequent Activity			UEPPX	USAS2	0.00	0.00			15.75			
	PBX Subsequent Activity - Change/Rearrange Multiline Hunt Group					7.36	7.36			15.75			

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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
					Rec	Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First	SOMECH	SOMAN	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-1st
	LOCAL NUMBER PORTABILITY											
	Local Number Portability (1 per port)		UEPRX	LNPCH	0.35							
	NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED											
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch-as-is											
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch with change		UEPRX	USAC2		2.77	0.40				40.18	9.45
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Subsequent Database Update		UEPRX	USACC		2.77	0.40				40.18	9.45
						1.42					40.18	9.45
	ADDITIONAL NRCs											
	2-Wire Voice Grade Loop/Line Port Combination - Subsequent Activity		UEPRX	USAS2	0.00	0.00	0.00				40.18	9.45
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)											
	UNE Port/Loop Combination Rates											
	2-Wire VG Loop/Port Combo - Zone 1	1			13.03							
	2-Wire VG Loop/Port Combo - Zone 2	2			21.33							
	2-Wire VG Loop/Port Combo - Zone 3	3			32.61							
	UNE Loop Rates											
	2-Wire Voice Grade Loop (SL1) - Zone 1	1	UEPBX	UEPLX	10.75							
	2-Wire Voice Grade Loop (SL1) - Zone 2	2	UEPBX	UEPLX	19.05							
	2-Wire Voice Grade Loop (SL1) - Zone 3	3	UEPBX	UEPLX	30.33							
	2-Wire Voice Grade Line Port (Bus)											
	Incoming Only without Caller ID capability		UEPBX	UEPBE	2.28	79.59	63.97				40.18	9.45
	LOCAL NUMBER PORTABILITY											
	Local Number Portability (1 per port)		UEPBX	LNPCH	0.35							
	FEATURES											
	All Features Offered		UEPBX	UEPVF	3.40	0.00	0.00				40.18	9.45
	NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED											
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch-as-is											
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch with change		UEPBX	USAC2		2.77	0.40				40.18	9.45
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Subsequent Database Update		UEPBX	USACC		2.77	0.40				40.18	9.45
						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 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 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(\$)			Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 2			Exhibit: B
					Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First			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	
	> 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 change		UEPRX	USAC2	0.00	41.50	41.50			40.18	9.45		
	2-Wire Voice Grade Loop / Line Port Combination - Switch with change		UEPRX	USACC		41.50	41.50			40.18	9.45		
	ADDITIONAL NRCs												
	NRC - 2-Wire Voice Grade Loop/Line Port Combination - Subsequent		UEPRX	USAS2	0.00	0.00	0.00			40.18	9.45		
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)												
	UNE Port/Loop Combination Rates												
	2-Wire VG Loop/Port Combo - Zone 1	1			24.75								
	2-Wire VG Loop/Port Combo - Zone 2	2			33.05								
	2-Wire VG Loop/Port Combo - Zone 3	3			44.33								
	UNE Loop Rates												
	2-Wire Voice Grade Loop (SL1) - Zone 1	1	UEPBX	UEPLX	10.75								
	2-Wire Voice Grade Loop (SL1) - Zone 2	2	UEPBX	UEPLX	19.05								
	2-Wire Voice Grade Loop (SL1) - Zone 3	3	UEPBX	UEPLX	30.33								
	2-Wire Voice Grade Line Port (Bus)												
	Incoming Only without Caller ID capability		UEPBX	UEPBE	14.00	90.00	90.00			40.18	9.45		
	LOCAL NUMBER PORTABILITY												
	Local Number Portability (1 per port)		UEPBX	LNPCX	0.35								
	FEATURES												
	All Features Offered		UEPBX	UEPVF	0.00	0.00	0.00			40.18	9.45		
	NONRECURRING CHARGES - CURRENTLY COMBINED												

UNBUNDLED NETWORK ELEMENTS - North Carolina																	
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 First			Disconnect Add'l	CSS Rates(\$)			Incremental Charge - Manual Svc Order vs. Electronic-1st Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
						First	Add'l					SOMECH	SOMAN	SOMAN			
	2-Wire Voice Grade Loop / Line Port Combination - Switch-as-is		UEPBX	USAC2		41.50	41.50					40.18	9.45				
	2-Wire Voice Grade Loop / Line Port Combination - Switch with change		UEPBX	USACC		41.50	41.50					40.18	9.45				
	ADDITIONAL NRCs																
	NRC - 2-Wire Voice Grade Loop/Line Port Combination - Subsequent		UEPBX	USAS2	0.00	0.00	0.00					40.18	9.45				

UNBUNDLED NETWORK ELEMENTS - South Carolina										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-Disc Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
					Nonrecurring Add'l	First	Discontinue	Discontinue					
					Rec	First	First	First	SOME	SOMAN	SOMAN	SOMAN	SOMAN
The "Zone" shown in the sections for stand-alone loops or loops as part of a combination refers to Geographically Deaveraged UNE Zones. To View Geographically Deaveraged UNE Zone Designations by Central Office, refer to Internet Website: http://www.interconnection.bellsouth.com/become_a_clec/html/interconnection.htm													
UNBUNDLED LOCAL EXCHANGE SWITCHING(PORTS)													
Exchange Ports													
NOTE: Although the Port Rate includes all available features in GA, KY, LA & TN, the desired features will need to be ordered using retail USOCs													
2-WIRE VOICE GRADE LINE PORT RATES (RES)													
	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 Combos. For Currently Combined Combos, the nonrecurring charges shall be those identified in the Nonrecurring - Currently Combined sections. Additional NRCs may apply also and are categorized accordingly.													
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)													
UNE Port/Loop Combination Rates													
	2-Wire VG Loop/Port Combo - Zone 1	1			14.89								
	2-Wire VG Loop/Port Combo - Zone 2	2			21.52								
	2-Wire VG Loop/Port Combo - Zone 3	3			27.17								
UNE Loop Rates													
	2-Wire Voice Grade Loop (SL1) - Zone 1	1	UEPRX	UEPLX	13.76								
	2-Wire Voice Grade Loop (SL1) - Zone 2	2	UEPRX	UEPLX	20.38								
	2-Wire Voice Grade Loop (SL1) - Zone 3	3	UEPRX	UEPLX	26.04								
2-Wire Voice Grade Line Port Rates (Res)													

UNBUNDLED NETWORK ELEMENTS - South Carolina															
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 Add'l			Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	
						First	Add'l								
	South Carolina Extended Local Dialing Port without Caller ID capability		UEPRX	UEPWIL	1.13	37.93	16.72			15.69					
	South Carolina Area Calling Port without Caller ID capability		UEPRX	UEPRS	1.13	37.93	16.72			15.69					
	Low Usage Line Port without Caller ID capability		UEPRX	UEPRT	1.13	37.93	16.72			15.69					
	FEATURES														
	All Features Offered		UEPRX	UEPVF	3.04	0.00	0.00			15.69					
	LOCAL NUMBER PORTABILITY														
	Local Number Portability (1 per port)		UEPRX	LNPCX	0.35										
	NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED														
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch-as-is		UEPRX	USAC2		0.10	0.10			15.69					
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch with change		UEPRX	USACC		0.10	0.10			15.69					
	ADDITIONAL NRCs														
	2-Wire Voice Grade Loop/Line Port Combination - Subsequent Activity		UEPRX	USAS2	0.00	0.00	0.00			15.69					
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)														
	UNE Port/Loop Combination Rates														
	2-Wire VG Loop/Port Combo - Zone 1	1			14.89										
	2-Wire VG Loop/Port Combo - Zone 2	2			21.52										
	2-Wire VG Loop/Port Combo - Zone 3	3			27.17										
	UNE Loop Rates														
	2-Wire Voice Grade Loop (SL1) - Zone 1	1	UEPBX	UEPLX	13.76										
	2-Wire Voice Grade Loop (SL1) - Zone 2	2	UEPBX	UEPLX	20.38										
	2-Wire Voice Grade Loop (SL1) - Zone 3	3	UEPBX	UEPLX	26.04										
	2-Wire Voice Grade Line Port (Bus)														
	South Carolina Extended Local Dialing Port without Caller ID capability		UEPBX	UEPWM	1.13	37.93	16.72			15.69					
	South Carolina Business Area Calling Port without Caller ID 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			15.69					
	LOCAL NUMBER PORTABILITY														
	Local Number Portability (1 per port)		UEPBX	LNPCX	0.35										
	FEATURES														
	All Features Offered		UEPBX	UEPVF	3.04	0.00	0.00			15.69					
	NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED														
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch-as-is		UEPBX	USAC2		0.10	0.10			15.69					
	2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch with change		UEPBX	USACC		0.10	0.10			15.69					
	ADDITIONAL NRCs														
	2-Wire Voice Grade Loop/Line Port Combination - Subsequent Activity		UEPBX	USAS2	0.00	0.00	0.00			15.69					

UNBUNDLED NETWORK ELEMENTS - Tennessee																			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																					
					Nonrecurring First	Add'l	Nonrecurring First	Disconnect Add'l			SOME	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN																				
The "Zone" shown in the sections for stand-alone loops or loops as part of a combination refers to Geographically Deaveraged UNE Zones. To view Geographically Deaveraged UNE Zone Designations by Central Office, refer to Internet Website: http://www.interconnection.bellsouth.com/become_a_clec/html/interconnection.htm																																				
UNBUNDLED LOCAL EXCHANGE SWITCHING(PORTS)																																				
Exchange Ports																																				
NOTE: Although the Port Rate includes all available features in GA, KY, LA & TN, the desired features will need to be ordered using retail USOCs																																				
2-WIRE VOICE GRADE LINE PORT RATES (RES)																																				
	Tennessee Area Plus Port without Caller ID capability		UEPSR	UEPWR	1.89	9.93	9.93	9.19	3.66	2.92																										
	Tennessee Extended Local Dialing Port without Caller ID capability		UEPSR	UEPWN	1.89	9.93	9.93	9.19	3.66	2.92																										
	Low Usage Line Port without Caller ID capability		UEPSR	UEPRT	1.89	9.93	9.93	9.19	3.66	2.92																										
FEATURES																																				
	All Available Vertical Features		UEPSR	UEPVF	0.00	0.00	0.00	0.00																												
2-WIRE VOICE GRADE LINE PORT RATES (BUS)																																				
	Tennessee Extended Local Dialing Port without Caller ID capability		UEPSB	UEPWO	1.89	9.93	9.93	9.19	3.66	2.92																										
	Tennessee (BUS) Inward Collierville and Memphis Local Calling Plan		UEPSB	UEPB2	1.89	9.93	9.93	9.19	3.66	2.92																										
	Tennessee (BUS) 2-Way Collierville and Memphis Local Calling Plan		UEPSB	UEPB3	1.89	9.93	9.93	9.19	3.66	2.92																										
	Incoming Only without Caller ID capability		UEPSB	UEPBE	1.89	9.93	9.93	9.19	3.66	2.92																										
FEATURES																																				
	All Available Vertical Features		UEPSB	UEPVF	0.00	0.00	0.00	0.00																												
EXCHANGE PORT RATES (DID & PBX)																																				
	PBX Trunk Combination, Collierville and Memphis Local Calling Plan		UEPSP	UEPA6	1.79	9.93	9.93	9.19	3.66	2.92																										
	PBX 2-Way Combo First Trunk Collierville and Memphis Local Calling Plan		UEPSP	UEPA7	1.79	9.93	9.93	9.19	3.66	2.92																										
FEATURES																																				
	All Available Vertical Features		UEPSP	UEPVF	0.00	0.00	0.00	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																																				

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

UNBUNDLED NETWORK ELEMENTS - Tennessee													
CATEGORY	RATE ELEMENTS	Interim Zone	BCS	USOC	RATES(\$)			Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 2			Exhibit: B
					Nonrecurring First	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	
					Rec					SOME	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		0.29					30.89	7.03	
2-Wire Voice Grade Loop / Line Port Combination - Conversion - Switch with change			UEPBX	USACC		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					30.89	7.03	
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)													
UNE Port/Loop Combination Rates													
2-Wire VG Loop/Port Combo - Zone 1		1			14.18								
2-Wire VG Loop/Port Combo - Zone 2		2			18.01								
2-Wire VG Loop/Port Combo - Zone 3		3			23.02								
UNE Loop Rates													
2-Wire Voice Grade Loop (SL 1) - Zone 1		1	UEPPX	UEPLX	12.48								
2-Wire Voice Grade Loop (SL 1) - Zone 2		2	UEPPX	UEPLX	16.31								
2-Wire Voice Grade Loop (SL 1) - Zone 3		3	UEPPX	UEPLX	21.32								
2-Wire Voice Grade Line Port Rates (BUS - PBX)													
PBX Trunk Combination, Collerville and Memphis Local Calling Plan			UEPPX	UEPA6	1.70	22.14	8.45	3.91			30.89	7.03	
PBX 2-Way Combo First Trunk Collerville and Memphis Local Calling Plan			UEPPX	UEPA7	1.70	22.14	8.45	3.91			30.89	7.03	
LOCAL NUMBER PORTABILITY													
Local Number Portability (1 per port)			UEPPX	LNPCL	3.15	0.00					30.89	7.03	
FEATURES													
All Features Offered			UEPPX	UEPVF	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		0.29					30.89	7.03	
2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Conversion - Switch with Change			UEPPX	USACC		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					30.89	7.03	
PBX Subsequent Activity - Change/Rearrange Multiline Hunt Group						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 DSO equivalent lines.													

UNBUNDLED NETWORK ELEMENTS - Tennessee														
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	Exhibit: B
					Nonrecurring First	Add'l	First	Nonrecurring Disconnect Add'l	SOME C	SOMAN	SOMAN	OSS Rates(\$)	SOMAN	SOMAN
	> 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.													
	> End Office and Tandem Switching Usage and Common Transport Usage rates in the Port section of this rate exhibit shall apply to all combinations of loop/port network elements except for UNE Coin Port/Loop Combinations which have a flat rate usage charge													
	> For Not Currently Combined scenarios where Market Rates apply, the Nonrecurring charges are listed in the First and Additional NRC columns for each Port USOC. For Currently Combined scenarios, the Nonrecurring charges are listed in the NRC - Currently Combined section. Additional NRCs may apply also and are categorized accordingly.													
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)													
	UNE Port/Loop Combination Rates													
	2-Wire VG Loop/Port Combo - Zone 1	1			26.48									
	2-Wire VG Loop/Port Combo - Zone 2	2			30.31									
	2-Wire VG Loop/Port Combo - Zone 3	3			35.32									
	UNE Loop Rates													
	2-Wire Voice Grade Loop (SL1) - Zone 1	1	UEPRX	UEPLX	12.48									
	2-Wire Voice Grade Loop (SL1) - Zone 2	2	UEPRX	UEPLX	16.31									
	2-Wire Voice Grade Loop (SL1) - Zone 3	3	UEPRX	UEPLX	21.32									
	2-Wire Voice Grade Line Port (Res)													
	Tennessee Area Plus Port without Caller ID capability		UEPRX	UEPRR	14.00	90.00	90.00				30.89	7.03		
	Tennessee Extended Local Dialing Port without Caller ID capability		UEPRX	UEPWN	14.00	90.00	90.00				30.89	7.03		
	Low Usage Line Port without Caller ID capability		UEPRX	UEPRT	14.00	90.00	90.00				30.89	7.03		
	LOCAL NUMBER PORTABILITY													
	Local Number Portability (1 per port)		UEPRX	LNPCX	0.35									
	FEATURES													
	All Features Offered		UEPRX	UEPVF	0.00	0.00	0.00				30.89	7.03		
	NONRECURRING CHARGES - CURRENTLY COMBINED													
	2-Wire Voice Grade Loop / Line Port Combination - Switch-as-is		UEPRX	USAC2	41.50	41.50					30.89	7.03		
	2-Wire Voice Grade Loop / Line Port Combination - Switch with change		UEPRX	USACC	41.50	41.50					30.89	7.03		
	ADDITIONAL NRCs													
	NRC - 2-Wire Voice Grade Loop/Line Port Combination - Subsequent		UEPRX	USAS2	0.00	0.00	0.00				30.89	7.03		
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)													
	UNE Port/Loop Combination Rates													
	2-Wire VG Loop/Port Combo - Zone 1	1			26.48									
	2-Wire VG Loop/Port Combo - Zone 2	2			30.31									
	2-Wire VG Loop/Port Combo - Zone 3	3			35.32									
	UNE Loop Rates													
	2-Wire Voice Grade Loop (SL1) - Zone 1	1	UEPBX	UEPLX	12.48									
	2-Wire Voice Grade Loop (SL1) - Zone 2	2	UEPBX	UEPLX	16.31									
	2-Wire Voice Grade Loop (SL1) - Zone 3	3	UEPBX	UEPLX	21.32									
	2-Wire Voice Grade Line Port (Bus)													
	Tennessee Extended Local Dialing Port without Caller ID capability		UEPBX	UEPWO	14.00	90.00	90.00				30.89	7.03		
	Tennessee (BUS) Inward Collierville and Memphis Local Calling Plan		UEPBX	UEPB2	14.00	90.00	90.00				30.89	7.03		

UNBUNDLED NETWORK ELEMENTS - Tennessee																
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 First	Add'l	Nonrecurring Disconnect First	SOMEC			SOMAN	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-1st Add'l	SOMAN	SOMAN
	Tennessee (BUS) 2-Way Collierville and Memphis Local Calling Plan		UEPB3		14.00	90.00	90.00									
	Incoming Only without Caller ID capability		UEPB3		14.00	90.00	90.00					30.89	7.03			
	LOCAL NUMBER PORTABILITY		UEPB3		0.35											
	Local Number Portability (1 per port)		UEPB3													
	FEATURES		UEPB3													
	All Features Offered		UEPB3		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		UEPB3			41.50	41.50					30.89	7.03			
	2-Wire Voice Grade Loop / Line Port Combination - Switch with change		UEPB3			41.50	41.50					30.89	7.03			
	ADDITIONAL NRCs															
	NRC - 2-Wire Voice Grade Loop/Line Port Combination - Subsequent		UEPB3		0.00	0.00	0.00					30.89	7.03			
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)															
	UNE Port/Loop Combination Rates															
	2-Wire VG Loop/Port Combo - Zone 1	1			26.48											
	2-Wire VG Loop/Port Combo - Zone 2	2			30.31											
	2-Wire VG Loop/Port Combo - Zone 3	3			35.32											
	UNE Loop Rates															
	2-Wire Voice Grade Loop (SL 1) - Zone 1	1	UEPB3		12.48											
	2-Wire Voice Grade Loop (SL 1) - Zone 2	2	UEPB3		16.31											
	2-Wire Voice Grade Loop (SL 1) - Zone 3	3	UEPB3		21.32											
	2-Wire Voice Grade Line Port Rates (BUS - PBX)															
	PBX Trunk Combination, Collierville and Memphis Local Calling Plan		UEPB3		14.00	90.00	90.00					30.89	7.03			
	PBX 2-Way Combo First Trunk Collierville and Memphis Local Calling Plan		UEPB3		14.00	90.00	90.00					30.89	7.03			
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)		UEPB3		3.15	0.00	0.00									
	FEATURES															
	All Features Offered		UEPB3		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		UEPB3			41.50	41.50					30.89	7.03			
	2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Conversion - Switch with Change		UEPB3			41.50	41.50					30.89	7.03			
	ADDITIONAL NRCs															
	2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Subsequent Activity		UEPB3		0.00	0.00	0.00					30.89	7.03			
	PBX Subsequent Activity - Change/Rearrange Multiline Hunt Group		UEPB3		14.64	14.64	14.64					30.89	7.03			

**AMENDMENT
TO THE
AGREEMENT BETWEEN
LIGHTYEAR COMMUNICATIONS, INC
AND
BELL SOUTH TELECOMMUNICATIONS, INC.
DATED MAY 25, 2002**

Pursuant to this Amendment, (the "Amendment"), Lightyear Communications, Inc., ("Lightyear"), 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 25, 2002 ("Agreement") to be effective upon signing by both Parties.

WHEREAS, BellSouth and Lightyear entered into the Agreement on May 25, 2002, and;

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

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

1. Attachment 2 is amended to add a new Section, 4.2.12 Remote Call Forwarding incorporated herein below:

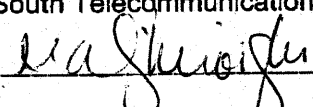
4.2.12 Remote Call Forwarding

- 4.2.12.1 As an option, BellSouth shall make available to Lightyear an unbundled port with Remote Call Forwarding capability ("URCF service"). URCF service combines the functionality of unbundled local switching, tandem switching and common transport to forward calls from the URCF service telephone number (the number dialed by the calling party) to another telephone number selected by the URCF service subscriber. When ordering URCF service, Lightyear will ensure that the following conditions are satisfied:
- 4.2.12.1.1 That the end user of the forward-to number (service) agrees to receive calls forwarded using the URCF service (if such end user is different from the URCF service end user);
 - 4.2.12.1.2 That the forward-to number (service) is equipped with sufficient capacity to receive the volume of calls that will be generated from the URCF service;
 - 4.2.12.1.3 That the URCF service will not be utilized to forward calls to another URCF or similar service; and
 - 4.2.12.1.4 That the forward-to number (service) is not a public safety number (e.g. 911, fire or police number).
 - 4.2.12.1.5 In addition to the charge for the URCF service port, BellSouth shall charge Lightyear the rates set forth in Exhibit B for unbundled local switching, tandem switching, and common transport, including all associated usage incurred for calls from the URCF service telephone number (the number dialed by the calling party) to the forward-to number (service).

2. Attachment 2 Exhibit C – UNE Rates of the Agreement is amended to add URCF Service rates, incorporated herein by reference as Exhibit 1 to this Amendment.
3. All of the other provisions of the Agreement, dated May 25, 2002, shall remain in full force and effect.
4. Either or both of the Parties is authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.
5. Neither party waives any right to seek clarification from the Commission regarding retroactive application of the rates contained in this Amendment.

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

BellSouth Telecommunications, Inc.

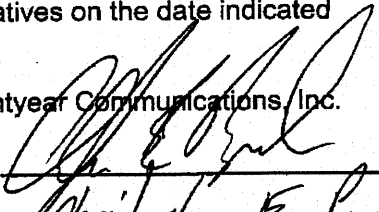
By: 

Name: Elizabeth R. A. Shiroishi

Title: Assistant Director

Date: 9/26/02

Lightyear Communications, Inc.

By: 

Name: Christopher E. Royer

Title: Director

Date: 9/26/02

UNBUNDLED NETWORK ELEMENTS - Alabama																			
CATEGORY	RATE ELEMENTS	Interl m	Zone	BCS	USOC	RATES(\$)					Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 2				Exhibit: 1		
						Nonrecurring		Disconnect		OSS Rates(\$)				Incremental Charge - Manual Svc Order vs. Electronic- 1st	Incremental Charge - Manual Svc Order vs. Electronic- Add'l	Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l		
						Rec	First	Add'l	First	Add'l			SOME					SOMAN	SOMAN
	UNBUNDLED PORT with REMOTE CALL FORWARDING CAPABILITY																		
	UNBUNDLED REMOTE CALL FORWARDING SERVICE - RESIDENCE																		
	Unbundled Remote Call Forwarding Service, Area Calling, Res			UEPVR	UERAC	1.38	2.38	2.27	1.42	1.33			15.66						
	Unbundled Remote Call Forwarding Service, Local Calling - Res			UEPVR	UERLC	1.38	2.38	2.27	1.42	1.33			15.66						
	Unbundled Remote Call Forwarding Service, InterLATA - Res			UEPVR	UERTE	1.38	2.38	2.27	1.42	1.33			15.66						
	Unbundled Remote Call Forwarding Service, IntraLATA - Res			UEPVR	UERTR	1.38	2.38	2.27	1.42	1.33			15.66						
	Non-Recurring																		
	Unbundled Remote Call Forwarding Service - Conversion - Switch-as-is			UEPVR	USAC2		0.10	0.10					15.66						
	Unbundled Remote Call Forwarding Service - Conversion with allowed change (PIC and LPIC)			UEPVR	USACC		0.10	0.10					15.66						
	UNBUNDLED REMOTE CALL FORWARDING - Bus																		
	Unbundled Remote Call Forwarding Service, Area Calling - Bus			UEPVB	UERAC	1.38	2.38	2.27	1.42	1.33			15.66						
	Unbundled Remote Call Forwarding Service, Local Calling - Bus			UEPVB	UERLC	1.38	2.38	2.27	1.42	1.33			15.66						
	Unbundled Remote Call Forwarding Service, InterLATA - Bus			UEPVB	UERTE	1.38	2.38	2.27	1.42	1.33			15.66						
	Unbundled Remote Call Forwarding Service, IntraLATA - Bus			UEPVB	UERTR	1.38	2.38	2.27	1.42	1.33			15.66						
	Unbundled Remote Call Forwarding Service Expanded and Exception Local Calling			UEPVB	UEUVJ	1.38	2.38	2.27	1.42	1.33			15.66						
	Non-Recurring																		
	Unbundled Remote Call Forwarding Service - Conversion - Switch-as-is			UEPVB	USAC2		0.10	0.10					15.66						
	Unbundled Remote Call Forwarding Service - Conversion with allowed change (PIC and LPIC)			UEPVB	USACC		0.10	0.10					15.66						

UNBUNDLED NETWORK ELEMENTS - Florida																
CATEGORY	RATE ELEMENTS	Interl m	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 2		Exhibit: 1		
						Rec	Nonrecurring		Nonrecurring Disconnect Add'l			SOMECS	SOMAN	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
							First	Add'l								
	UNBUNDLED PORT with REMOTE CALL FORWARDING CAPABILITY															
	UNBUNDLED REMOTE CALL FORWARDING SERVICE - RESIDENCE															
	Unbundled Remote Call Forwarding Service, Area Calling, Res			UEPVR	UERAC	1.40	3.74	3.63	1.88	1.80	11.90					
	Unbundled Remote Call Forwarding Service, Local Calling - Res			UEPVR	UERLC	1.40	3.74	3.63	1.88	1.80	11.90					
	Unbundled Remote Call Forwarding Service, IntraLATA - Res			UEPVR	UERTE	1.40	3.74	3.63	1.88	1.80	11.90					
	Unbundled Remote Call Forwarding Service, IntraLATA - Res			UEPVR	UERTR	1.40	3.74	3.63	1.88	1.80	11.90					
	Non-Recurring															
	Unbundled Remote Call Forwarding Service - Conversion - Switch-as-is			UEPVR	USAC2		0.102	0.102			11.90					
	Unbundled Remote Call Forwarding Service - Conversion with allowed change (PIC and LPIC)			UEPVR	USACC		0.102	0.102								
	UNBUNDLED REMOTE CALL FORWARDING - Bus															
	Unbundled Remote Call Forwarding Service, Area Calling - Bus			UEPVB	UERAC	1.40	3.74	3.63	1.88	1.80	11.90					
	Unbundled Remote Call Forwarding Service, Local Calling - Bus			UEPVB	UERLC	1.40	3.74	3.63	1.88	1.80	11.90					
	Unbundled Remote Call Forwarding Service, IntraLATA - Bus			UEPVB	UERTE	1.40	3.74	3.63	1.88	1.80	11.90					
	Unbundled Remote Call Forwarding Service, IntraLATA - Bus			UEPVB	UERTR	1.40	3.74	3.63	1.88	1.80	11.90					
	Unbundled Remote Call Forwarding Service Expanded and Exception Local Calling			UEPVB	UERVJ	1.40	3.74	3.63	1.88	1.80	11.90					
	Non-Recurring															
	Unbundled Remote Call Forwarding Service - Conversion - Switch-as-is			UEPVB	USAC2		0.102	0.102			11.90					
	Unbundled Remote Call Forwarding Service - Conversion with allowed change (PIC and LPIC)			UEPVB	USACC		0.102	0.102								

UNBUNDLED NETWORK ELEMENTS - Georgia										Attachment: 2			Exhibit: 1		
CATEGORY	RATE ELEMENTS	Interl m	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic- 1st Add'l		Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	
						Rec	Nonrecurring		Nonrecurring Disconnect Add'l			OSS Rates(\$)		SOMAN	SOMAN
							First	Add'l				SOMECC	SOMAN		
	UNBUNDLED PORT with REMOTE CALL FORWARDING CAPABILITY														
	UNBUNDLED REMOTE CALL FORWARDING SERVICE - RESIDENCE														
	Unbundled Remote Call Forwarding Service, Area Calling, Res			UEPVR	UERAC	1.85	17.16	17.16				18.94	8.42		
	Unbundled Remote Call Forwarding Service, Local Calling - Res			UEPVR	UERLC	1.85	17.16	17.16				18.94	8.42		
	Unbundled Remote Call Forwarding Service, InterLATA - Res			UEPVR	UERTE	1.85	17.16	17.16				18.94	8.42		
	Unbundled Remote Call Forwarding Service, IntraLATA - Res			UEPVR	UERTR	1.85	17.16	17.16				18.94	8.42		
	Non-Recurring														
	Unbundled Remote Call Forwarding Service - Conversion -			UEPVR	USAC2		2.01	0.31				33.67	7.88	11.17	3.91
	Switch-as-is														
	Unbundled Remote Call Forwarding Service - Conversion with			UEPVR	USACC		2.01	0.31							
	allowed change (PIC and LPIC)														
	UNBUNDLED REMOTE CALL FORWARDING - Bus														
	Unbundled Remote Call Forwarding Service, Area Calling - Bus			UEPVB	UERAC	1.85	17.16	17.16				18.94	8.42		
	Unbundled Remote Call Forwarding Service, Local Calling - Bus			UEPVB	UERLC	1.85	17.16	17.16				18.94	8.42		
	Unbundled Remote Call Forwarding Service, InterLATA - Bus			UEPVB	UERTE	1.85	17.16	17.16				18.94	8.42		
	Unbundled Remote Call Forwarding Service, IntraLATA - Bus			UEPVB	UERTR	1.85	17.16	17.16				18.94	8.42		
	Unbundled Remote Call Forwarding Service Expanded and			UEPVB	UERVJ	1.85	17.16	17.16				18.94	8.42		
	Exception Local Calling														
	Non-Recurring														
	Unbundled Remote Call Forwarding Service - Conversion -			UEPVB	USAC2		2.01	0.31				33.67	7.88	11.17	3.91
	Switch-as-is														
	Unbundled Remote Call Forwarding Service - Conversion with			UEPVB	USACC		2.01	0.31							
	allowed change (PIC and LPIC)														

UNBUNDLED NETWORK ELEMENTS - Kentucky											Attachment: 2		Exhibit: 1	
CATEGORY	RATE ELEMENTS	Inter m	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic- 1st	Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l
						Nonrecurring		Nonrecurring Disconnect						
						Rec	Add'l	First	Add'l					
						OSS Rates(\$)								
										SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	UNBUNDLED PORT with REMOTE CALL FORWARDING CAPABILITY													
	UNBUNDLED REMOTE CALL FORWARDING SERVICE - RESIDENCE													
	Unbundled Remote Call Forwarding Service, Area Calling, Res			UEPVR	UERAC	1.49	3.74	3.63			7.86			
	Unbundled Remote Call Forwarding Service, Local Calling - Res			UEPVR	UERLC	1.49	3.74	3.63			7.86			
	Unbundled Remote Call Forwarding Service, InterLATA - Res			UEPVR	UERTE	1.49	3.74	3.63			7.86			
	Unbundled Remote Call Forwarding Service, IntraLATA - Res			UEPVR	UERTR	1.49	3.74	3.63			7.86			
	Non-Recurring													
	Unbundled Remote Call Forwarding Service - Conversion -			UEPVR	USAC2		0.10	0.10			7.86			
	Switch-as-is													
	Unbundled Remote Call Forwarding Service - Conversion with			UEPVR	USACC		0.10	0.10						
	allowed change (PIC and LPIC)													
	UNBUNDLED REMOTE CALL FORWARDING - Bus													
	Unbundled Remote Call Forwarding Service, Area Calling - Bus			UEPVB	UERAC	1.49	3.74	3.63			7.86			
	Unbundled Remote Call Forwarding Service, Local Calling - Bus			UEPVB	UERLC	1.49	3.74	3.63			7.86			
	Unbundled Remote Call Forwarding Service, InterLATA - Bus			UEPVB	UERTE	1.49	3.74	3.63			7.86			
	Unbundled Remote Call Forwarding Service, IntraLATA - Bus			UEPVB	UERTR	1.49	3.74	3.63			7.86			
	Unbundled Remote Call Forwarding Service Expanded and			UEPVB	UERVJ	1.49	3.74	3.63			7.86			
	Exception Local Calling													
	Non-Recurring													
	Unbundled Remote Call Forwarding Service - Conversion -			UEPVB	USAC2		0.10	0.10			7.86			
	Switch-as-is													
	Unbundled Remote Call Forwarding Service - Conversion with			UEPVB	USACC		0.10	0.10						
	allowed change (PIC and LPIC)													

UNBUNDLED NETWORK ELEMENTS - Louisiana															Attachment: 2		Exhibit: 1		
CATEGORY	RATE ELEMENTS	Interl m	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 1st		Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st		SOMAN	SOMAN	
						Rec	Nonrecurring		Nonrecurring Disconnect First	Add'l			SOMAN	SOMECC	SOMAN	SOMAN			SOMAN
							First	Add'l											
	UNBUNDLED PORT with REMOTE CALL FORWARDING CAPABILITY																		
	UNBUNDLED REMOTE CALL FORWARDING SERVICE - RESIDENCE																		
	Unbundled Remote Call Forwarding Service, Area Calling, Res			UEPVR	UERAC	1.52	2.31	2.21				15.20							
	Unbundled Remote Call Forwarding Service, Local Calling - Res			UEPVR	UERLC	1.52	2.31	2.21				15.20							
	Unbundled Remote Call Forwarding Service, InterLATA - Res			UEPVR	UERTE	1.52	2.31	2.21				15.20							
	Unbundled Remote Call Forwarding Service, IntraLATA - Res			UEPVR	UERTR	1.52	2.31	2.21				15.20							
	Non-Recurring																		
	Unbundled Remote Call Forwarding Service - Conversion - Switch-as-is			UEPVR	USAC2		0.10	0.10				15.20							
	Unbundled Remote Call Forwarding Service - Conversion with allowed change (PIC and LPIC)			UEPVR	USACC		0.10	0.10											
	UNBUNDLED REMOTE CALL FORWARDING - Bus																		
	Unbundled Remote Call Forwarding Service, Area Calling - Bus			UEPVB	UERAC	1.52	2.31	2.21				15.20							
	Unbundled Remote Call Forwarding Service, Local Calling - Bus			UEPVB	UERLC	1.52	2.31	2.21				15.20							
	Unbundled Remote Call Forwarding Service, InterLATA - Bus			UEPVB	UERTE	1.52	2.31	2.21				15.20							
	Unbundled Remote Call Forwarding Service, IntraLATA - Bus			UEPVB	UERTR	1.52	2.31	2.21				15.20							
	Unbundled Remote Call Forwarding Service Expanded and Exception Local Calling			UEPVB	UERVJ	1.52	2.31	2.21				15.20							
	Non-Recurring																		
	Unbundled Remote Call Forwarding Service - Conversion - Switch-as-is			UEPVB	USAC2		0.10	0.10				15.20							
	Unbundled Remote Call Forwarding Service - Conversion with allowed change (PIC and LPIC)			UEPVB	USACC		0.10	0.10											

UNBUNDLED NETWORK ELEMENTS - Mississippi																		
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 2			Exhibit: 1			
						Rec	Nonrecurring		First			Disconnect	SOME	SOMAN	Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	SOMAN	Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	SOMAN
							First	Add'l										
	UNBUNDLED PORT with REMOTE CALL FORWARDING CAPABILITY																	
	UNBUNDLED REMOTE CALL FORWARDING SERVICE - RESIDENCE																	
	Unbundled Remote Call Forwarding Service, Area Calling, Res			UEPVR	UERAC	1.41	2.39	2.29	1.42	1.33		15.75						
	Unbundled Remote Call Forwarding Service, Local Calling - Res			UEPVR	UERLC	1.41	2.39	2.29	1.42	1.33		15.75						
	Unbundled Remote Call Forwarding Service, IntraLATA - Res			UEPVR	UERTC	1.41	2.39	2.29	1.42	1.33		15.75						
	Unbundled Remote Call Forwarding Service, IntraLATA - Res			UEPVR	UERTR	1.41	2.39	2.29	1.42	1.33		15.75						
	Non-Recurring																	
	Unbundled Remote Call Forwarding Service - Conversion - Switch-as-is			UEPVR	USAC2		0.0988	0.0988				15.75						
	Unbundled Remote Call Forwarding Service - Conversion with allowed change (PIC and LPIC)			UEPVR	USACC		0.0988	0.0988										
	UNBUNDLED REMOTE CALL FORWARDING - Bus																	
	Unbundled Remote Call Forwarding Service, Area Calling - Bus			UEPVB	UERAC	1.41	2.39	2.29	1.42	1.33		15.75						
	Unbundled Remote Call Forwarding Service, Local Calling - Bus			UEPVB	UERLC	1.41	2.39	2.29	1.42	1.33		15.75						
	Unbundled Remote Call Forwarding Service, IntraLATA - Bus			UEPVB	UERTC	1.41	2.39	2.29	1.42	1.33		15.75						
	Unbundled Remote Call Forwarding Service, IntraLATA - Bus			UEPVB	UERTR	1.41	2.39	2.29	1.42	1.33		15.75						
	Unbundled Remote Call Forwarding Service Expanded and Exception Local Calling			UEPVB	UERVJ	1.41	2.39	2.29	1.42	1.33		15.75						
	Non-Recurring																	
	Unbundled Remote Call Forwarding Service - Conversion - Switch-as-is			UEPVB	USAC2		0.0988	0.0988				15.75						
	Unbundled Remote Call Forwarding Service - Conversion with allowed change (PIC and LPIC)			UEPVB	USACC		0.0988	0.0988										

UNBUNDLED NETWORK ELEMENTS - North Carolina															
CATEGORY	RATE ELEMENTS	Interl m	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 2		Exhibit: 1	
						Nonrecurring		Nonrecurring Disconnect				Incremental Charge - Manual Svc Order vs. Electronic- 1st	Incremental Charge - Manual Svc Order vs. Electronic- Add'l	Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l
						Rec	First	Add'l	First						
	UNBUNDLED PORT with REMOTE CALL FORWARDING CAPABILITY														
	UNBUNDLED REMOTE CALL FORWARDING SERVICE - RESIDENCE														
	Unbundled Remote Call Forwarding Service, Area Calling, Res			UEPVR	UERAC	2.19	21.60	21.60					26.94	12.76	
	Unbundled Remote Call Forwarding Service, Local Calling - Res			UEPVR	UERLC	2.19	21.60	21.60					26.94	12.76	
	Unbundled Remote Call Forwarding Service, InterLATA - Res			UEPVR	UERTE	2.19	21.60	21.60					26.94	12.76	
	Unbundled Remote Call Forwarding Service, IntraLATA - Res			UEPVR	UERTR	2.19	21.60	21.60					26.94	12.76	
	Non-Recurring														
	Unbundled Remote Call Forwarding Service - Conversion - Switch-as-is			UEPVR	USAC2		2.77	0.40					26.94	12.76	
	Unbundled Remote Call Forwarding Service - Conversion with allowed change (PIC and LPIC)			UEPVR	USACC		2.77	0.40							
	UNBUNDLED REMOTE CALL FORWARDING - BUS														
	Unbundled Remote Call Forwarding Service, Area Calling - Bus			UEPVB	UERAC	2.19	21.60	21.60					26.94	12.76	
	Unbundled Remote Call Forwarding Service, Local Calling - Bus			UEPVB	UERLC	2.19	21.60	21.60					26.94	12.76	
	Unbundled Remote Call Forwarding Service, InterLATA - Bus			UEPVB	UERTE	2.19	21.60	21.60					26.94	12.76	
	Unbundled Remote Call Forwarding Service, IntraLATA - Bus			UEPVB	UERTR	2.19	21.60	21.60					26.94	12.76	
	Unbundled Remote Call Forwarding Service Expanded and Exception Local Calling			UEPVB	UEVRJ	2.19	21.60	21.60					26.94	12.76	
	Non-Recurring														
	Unbundled Remote Call Forwarding Service - Conversion - Switch-as-is			UEPVB	USAC2		2.77	0.40					26.94	12.76	
	Unbundled Remote Call Forwarding Service - Conversion with allowed change (PIC and LPIC)			UEPVB	USACC		2.77	0.40							

UNBUNDLED NETWORK ELEMENTS - South Carolina																
CATEGORY	RATE ELEMENTS	Interf m	Zone	BCS	USOC	RATES(\$)					Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 2		Exhibit: 1	
						Nonrecurring		Nonrecurring Disconnect					Incremental		Incremental	
						Rec	First	Add'l	First	Add'l			Charge - Manual Svc Order vs. Electronic- 1st	Charge - Manual Svc Order vs. Electronic- Add'l	Charge - Manual Svc Order vs. Electronic- Disc 1st	Charge - Manual Svc Order vs. Electronic- Disc Add'l
													SOMAN	SOMAN		SOMAN
	UNBUNDLED PORT with REMOTE CALL FORWARDING CAPABILITY															
	UNBUNDLED REMOTE CALL FORWARDING SERVICE - RESIDENCE															
	Unbundled Remote Call Forwarding Service, Area Calling, Res			UEPVR	UERAC	1.65	2.38	2.28	1.42	1.33	15.69					
	Unbundled Remote Call Forwarding Service, Local Calling - Res			UEPVR	UERLC	1.65	2.38	2.28	1.42	1.33	15.69					
	Unbundled Remote Call Forwarding Service, InterLATA - Res			UEPVR	UERTE	1.65	2.38	2.28	1.42	1.33	15.69					
	Unbundled Remote Call Forwarding Service, IntraLATA - Res			UEPVR	UERTR	1.65	2.38	2.28	1.42	1.33	15.69					
	Non-Recurring															
	Unbundled Remote Call Forwarding Service - Conversion - Switch-as-is			UEPVR	USAC2		0.10	0.10			15.69					
	Unbundled Remote Call Forwarding Service - Conversion with allowed change (PIC and LPIC)			UEPVR	USACC		0.10	0.10								
	UNBUNDLED REMOTE CALL FORWARDING - Bus															
	Unbundled Remote Call Forwarding Service, Area Calling - Bus			UEPVB	UERAC	1.65	2.38	2.28	1.42	1.33	15.69					
	Unbundled Remote Call Forwarding Service, Local Calling - Bus			UEPVB	UERLC	1.65	2.38	2.28	1.42	1.33	15.69					
	Unbundled Remote Call Forwarding Service, InterLATA - Bus			UEPVB	UERTE	1.65	2.38	2.28	1.42	1.33	15.69					
	Unbundled Remote Call Forwarding Service, IntraLATA - Bus			UEPVB	UERTR	1.65	2.38	2.28	1.42	1.33	15.69					
	Unbundled Remote Call Forwarding Service Expanded and Exception Local Calling			UEPVB	UERVJ	1.65	2.38	2.28	1.42	1.33	15.69					
	Non-Recurring															
	Unbundled Remote Call Forwarding Service - Conversion - Switch-as-is			UEPVB	USAC2		0.10	0.10			15.69					
	Unbundled Remote Call Forwarding Service - Conversion with allowed change (PIC and LPIC)			UEPVB	USACC		0.10	0.10								

UNBUNDLED NETWORK ELEMENTS - Tennessee										Attachment: 2				Exhibit: 1		
CATEGORY	RATE ELEMENTS	Interl m	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental		Incremental		
						Rec	Nonrecurring First	Add'l	Nonrecurring First			Disconnect Add'l	SOMEC	SOMAN	Incremental Charge - Manual Svc Order vs. Electronic- 1st	Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st
	UNBUNDLED PORT with REMOTE CALL FORWARDING CAPABILITY															
	UNBUNDLED REMOTE CALL FORWARDING SERVICE - RESIDENCE															
	Unbundled Remote Call Forwarding Service, Area Calling, Res			UEPVR	UERAC	1.89	9.93	9.19	3.66	2.92			20.35	10.54	13.32	1.40
	Unbundled Remote Call Forwarding Service, Local Calling - Res			UEPVR	UERLC	1.89	9.93	9.19	3.66	2.92			20.35	10.54	13.32	1.40
	Unbundled Remote Call Forwarding Service, IntraLATA - Res			UEPVR	UERTE	1.89	9.93	9.19	3.66	2.92			20.35	10.54	13.32	1.40
	Unbundled Remote Call Forwarding Service, IntraLATA - Res			UEPVR	UERTR	1.89	9.93	9.19	3.66	2.92			20.35	10.54	13.32	1.40
	Non-Recurring															
	Unbundled Remote Call Forwarding Service - Conversion -			UEPVR	USAC2		1.03	0.29					20.35	10.54	13.32	1.40
	Switch-as-is															
	Unbundled Remote Call Forwarding Service - Conversion with			UEPVR	USACC		1.03	0.29								
	allowed change (PIC and LPIC)															
	UNBUNDLED REMOTE CALL FORWARDING - Bus															
	Unbundled Remote Call Forwarding Service, Area Calling - Bus			UEPVB	UERAC	1.89	9.93	9.19	3.66	2.92			20.35	10.54	13.32	1.40
	Unbundled Remote Call Forwarding Service, Local Calling - Bus			UEPVB	UERLC	1.89	9.93	9.19	3.66	2.92			20.35	10.54	13.32	1.40
	Unbundled Remote Call Forwarding Service, IntraLATA - Bus			UEPVB	UERTE	1.89	9.93	9.19	3.66	2.92			20.35	10.54	13.32	1.40
	Unbundled Remote Call Forwarding Service, IntraLATA - Bus			UEPVB	UERTR	1.89	9.93	9.19	3.66	2.92			20.35	10.54	13.32	1.40
	Unbundled Remote Call Forwarding Service Expanded and															
	Exception Local Calling			UEPVB	UERVJ	1.89	9.93	9.19	3.66	2.92			20.35	10.54	13.32	1.40
	Non-Recurring															
	Unbundled Remote Call Forwarding Service - Conversion -															
	Switch-as-is															
	Unbundled Remote Call Forwarding Service - Conversion with			UEPVB	USAC2		1.03	0.29					20.35	10.54	13.32	1.40
	allowed change (PIC and LPIC)			UEPVB	USACC		1.03	0.29								