

**Amendment to the Agreement
Between
NuVox Communications, Inc.
and
BellSouth Telecommunications, Inc.
Dated June 30, 2000**

Pursuant to this Amendment, (the "Amendment"), NuVox Communications, Inc. (NuVox), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated June 30, 2000 ("Agreement") to be effective thirty (30) calendar days after the date of the last signature executing the Amendment.

WHEREAS, BellSouth and NuVox entered into the Agreement on June 30, 2000, and;

WHEREAS, BellSouth and NuVox desire to amend the Agreement to add additional rates, terms and conditions;

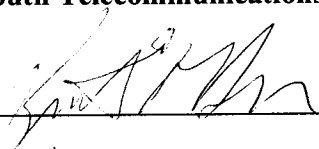
NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

1. The Parties agree add the following language as Section 1.12 of Attachment 3:
 - 1.12 In cases where NuVox is also an IXC, the IXC's Feature Group D (FG-D) trunk group(s) must remain separate from the local interconnection group(s).
2. The Parties agree to replace the language in Attachment 3 Section 6.1.2 with the following:
 - 6.1.2 Neither Party shall pay compensation to the other Party for per minute of use rate elements associated with the Call Transport and Termination of Local Traffic or ISP-bound Traffic.
3. The Parties agree to replace the language in Attachment 3 Sections 6.1.3, 6.1.3.1, 6.1.3.2, and 6.1.3.3 with the following:
 - 6.1.3 Left Blank Intentionally
 - 6.1.3.1 Left Blank Intentionally
 - 6.1.3.2 Left Blank Intentionally
 - 6.1.3.3 Left Blank Intentionally
4. The Parties agree to replace the language in Attachment 3 Section 6.1.4 with the following:

- 6.1.4 The appropriate elemental rates set forth in Exhibit A of this Attachment shall apply for Transit Traffic as described in Section 6.9 below and to Multiple Tandem Access as described in Section 1.9 above.
- 5. The Parties agree to replace the language in Attachment 3 Section 6.8.1 with the following:
 - 6.8.1 The term “Switched Access Service” means the offering of switched facilities for the purpose of the origination or termination of telecommunications traffic to or from an interexchange carrier to or from each Party’s telephone exchange service customers in a given area. Switched Access Services include the following types: Feature Group A, Feature Group B, Feature Group D, 800 access and 900 access services. Switched Access Service does not include Local Traffic and ISP-Bound Traffic originated by one Party and terminated by the other.
- 6. The Parties agree to replace the rates in Exhibit A of Attachment 3, with the rates set forth in Exhibit 1 of this Amendment, attached hereto and incorporated herein by this reference.
- 7. All of the other provisions of the Agreement, dated June 30, 2000, shall remain in full force and effect.
- 8. Either or both of the Parties are authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties have executed this Agreement the day and year written below.

BellSouth Telecommunications, Inc.

By:  _____

Name: KRISTEN E. ROWE

Title: DIRECTOR

Date: 4/9/04

NuVox Communications, Inc.

By:  _____

Name: H. E. RUSSELL, III

Title: VICE PRESIDENT-LEGAL & REGULATORY AFFAIRS

Date: April 6, 2004

LOCAL INTERCONNECTION - Alabama							Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 3		Exhibit: A															
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)	Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)														
								First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN									
LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION)																										
NOTE: "bk" beside a rate indicates that the Parties have agreed to bill and keep for that element pursuant to the terms and conditions in Attachment 3.																										
TANDEM SWITCHING																										
	Tandem Switching Function Per MOU			OHD		0.000498bk																				
	Multiple Tandem Switching, per MOU (applies to intial tandem only)			OHD		0.000498																				
	Tandem Intermediary Charge, per MOU*			OHD		0.0015																				
* This charge is applicable only to transit traffic and is applied in addition to applicable switching and/or interconnection charges.																										
TRUNK CHARGE																										
	Installation Trunk Side Service - per DS0			OHD	TPP6X	21.56bk		8.12bk																		
	Installation Trunk Side Service - per DS0			OHD	TPP9X	21.56bk		8.12bk																		
	Dedicated End Office Trunk Port Service-per DS0**			OHD	TDEOP	0.00																				
	Dedicated End Office Trunk Port Service-per DS1**			OH1 OH1MS	TDE1P	0.00																				
	Dedicated Tandem Trunk Port Service-per DS0**			OHD	TDWOP	0.00																				
	Dedicated Tandem Trunk Port Service-per DS1**			OH1 OH1MS	TDW1P	0.00																				
** This rate element is recovered on a per MOU basis and is included in the End Office Switching and Tandem Switching, per MOU rate elements																										
COMMON TRANSPORT (Shared)																										
	Common Transport - Per Mile, Per MOU			OHD		0.0000023bk																				
	Common Transport - Facilities Termination Per MOU			OHD		0.0003224bk																				
LOCAL INTERCONNECTION (DEDICATED TRANSPORT)																										
INTEROFFICE CHANNEL - DEDICATED TRANSPORT																										
	Interoffice Channel - Dedicated Transport - 2-Wire Voice Grade - Per Mile per month			OHM	1L5NF	0.008838bk																				
	Interoffice Channel - Dedicated Transport- 2- Wire Voice Grade - Facility Termination per month			OHM	1L5NF	21.13bk	40.54bk	27.41bk	16.74bk	6.90bk																
	Interoffice Channel - Dedicated Transport - 56 kbps - per mile per month			OHM	1L5NK	0.008838bk																				
	Interoffice Channel - Dedicated Transport - 56 kbps - Facility Termination per month			OHM	1L5NK	15.12bk	40.54bk	27.41bk	16.74bk	6.90bk																
	Interoffice Channel - Dedicated Transport - 64 kbps - per mile per month			OHM	1L5NK	0.008838bk																				
	Interoffice Channel - Dedicated Transport - 64 kbps - Facility Termination per month			OHM	1L5NK	15.12bk	40.54bk	27.41bk	16.74bk	6.90bk																
	Interoffice Channel - Dedicated Channel - DS1 - Per Mile per month			OH1, OH1MS	1L5NL	0.18bk																				
	Interoffice Channel - Dedicated Transport - DS1 - Facility Termination per month			OH1, OH1MS	1L5NL	60.16bk	89.27bk	81.81bk	16.35bk	14.44bk																
	Interoffice Channel - Dedicated Transport - DS3 - Per Mile per month			OH3, OH3MS	1L5NM	4.09bk																				
	Interoffice Channel - Dedicated Transport - DS3 - Facility Termination per month			OH3, OH3MS	1L5NM	703.52bk	278.75bk	162.76bk	60.20bk	58.46bk																
LOCAL CHANNEL - DEDICATED TRANSPORT																										
	Local Channel - Dedicated - 2-Wire Voice Grade per month			OHM	TEFV2	13.97bk	193.10bk	33.17bk	36.64bk	3.20bk																
	Local Channel - Dedicated - 4-Wire Voice Grade per month			OHM	TEFV4	14.93bk	193.53bk	33.60bk	37.11bk	3.67bk																
	Local Channel - Dedicated - DS1 per month			OH1	TEFHG	35.76bk	177.47bk	153.72bk	22.19bk	15.26bk																
	Local Channel - Dedicated - DS3 Facility Termination per month			OH3	TEFHJ	416.54bk	451.52bk	263.94bk	119.49bk	83.58bk																
LOCAL INTERCONNECTION MID-SPAN MEET																										
NOTE: If Access service ride Mid-Span Meet, one-half the tariffed service Local Channel rate is applicable.																										
	Local Channel - Dedicated - DS1 per month			OH1MS	TEFHG	0.00	0.00																			
	Local Channel - Dedicated - DS3 per month			OH3MS	TEFHJ	0.00	0.00																			
MULTIPLEXERS																										
	Channelization - DS1 to DS0 Channel System			OH1, OH1MS	SATN1	101.06bk	91.04bk	62.57bk	10.54bk	9.79bk																
	DS3 to DS1 Channel System per month			OH3, OH3MS	SATNS	166.13bk	178.14bk	93.97bk	33.26bk	31.63bk																
	DS3 Interface Unit (DS1 COC) per month			OH1, OH1MS	SATCO	12.70bk	6.58bk	4.72bk																		

LOCAL INTERCONNECTION - Georgia							Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 3		Exhibit: A				
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				SOMEc	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
						Rec	Nonrecurring		Nonrecurring Disconnect						
							First	Add'l	First	Add'l					
LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION)															
NOTE: "bk" beside a rate indicates that the Parties have agreed to bill and keep for that element pursuant to the terms and conditions in Attachment 3.															
TANDEM SWITCHING															
	Tandem Switching Function Per MOU			OHD		0.0004086bk									
	Multiple Tandem Switching, per MOU (applies to intial tandem only)			OHD		0.0004086									
	Tandem Intermediary Charge, per MOU*			OHD		0.0015									
* This charge is applicable only to transit traffic and is applied in addition to applicable switching and/or interconnection charges.															
TRUNK CHARGE															
	Installation Trunk Side Service - per DS0			OHD	TPP6X		21.53bk	8.11bk							
	Installation Trunk Side Service - per DS0			OHD	TPP9X		21.53bk	8.11bk							
	Dedicated End Office Trunk Port Service-per DS0**			OHD	TDEOP	0.00									
	Dedicated End Office Trunk Port Service-per DS1**			OH1 OH1MS	TDE1P	0.00									
	Dedicated Tandem Trunk Port Service-per DS0**			OHD	TDWOP	0.00									
	Dedicated Tandem Trunk Port Service-per DS1**			OH1 OH1MS	TDW1P	0.00									
** This rate element is recovered on a per MOU basis and is included in the End Office Switching and Tandem Switching, per MOU rate elements															
COMMON TRANSPORT (Shared)															
	Common Transport - Per Mile, Per MOU			OHD		0.0000027bk									
	Common Transport - Facilities Termination Per MOU			OHD		0.0001914bk									
LOCAL INTERCONNECTION (DEDICATED TRANSPORT)															
INTEROFFICE CHANNEL - DEDICATED TRANSPORT															
	Interoffice Channel - Dedicated Transport - 2-Wire Voice Grade - Per Mile per month			OHM	1L5NF	0.0057bk									
	Interoffice Channel - Dedicated Transport- 2- Wire Voice Grade - Facility Termination per month			OHM	1L5NF	12.87bk	48.455bk	19.48bk	16.575bk	4.995bk					
	Interoffice Channel - Dedicated Transport - 56 kbps - per mile per month			OHM	1L5NK	0.0057bk									
	Interoffice Channel - Dedicated Transport - 56 kbps - Facility Termination per month			OHM	1L5NK	7.83bk	48.455bk	19.48bk	16.575bk	4.995bk					
	Interoffice Channel - Dedicated Transport - 64 kbps - per mile per month			OHM	1L5NK	0.0057bk									
	Interoffice Channel - Dedicated Transport - 64 kbps - Facility Termination per month			OHM	1L5NK	7.83bk	48.455bk	19.48bk	16.575bk	4.995bk					
	Interoffice Channel - Dedicated Channel - DS1 - Per Mile per month			OH1, OH1MS	1L5NL	0.1154bk									
	Interoffice Channel - Dedicated Transport - DS1 - Facility Termination per month			OH1, OH1MS	1L5NL	34.19bk	111.025bk	80.28bk	31.355bk	21.73bk					
	Interoffice Channel - Dedicated Transport - DS3 - Per Mile per month			OH3, OH3MS	1L5NM	2.53bk									
	Interoffice Channel - Dedicated Transport - DS3 - Facility Termination per month			OH3, OH3MS	1L5NM	342.02bk	320.47bk	86.32bk	66.77bk	52.81bk					
LOCAL CHANNEL - DEDICATED TRANSPORT															
	Local Channel - Dedicated - 2-Wire Voice Grade per month			OHM	TEFV2	7.74bk	121.065bk	53.295bk	46.395bk	13.365bk					
	Local Channel - Dedicated - 4-Wire Voice Grade per month			OHM	TEFV4	8.72bk	125.62bk	54.43bk	46.395bk	13.365bk					
	Local Channel - Dedicated - DS1 per month			OH1	TEFHG	18.47bk	149.46bk	111.195bk	40.355bk	26.115bk					
	Local Channel - Dedicated - DS3 Facility Termination per month			OH3	TEFHJ	147.01bk	445.01bk	145.18bk	112.905bk	75.88bk					
LOCAL INTERCONNECTION MID-SPAN MEET															
NOTE: If Access service ride Mid-Span Meet, one-half the tariffed service Local Channel rate is applicable.															
	Local Channel - Dedicated - DS1 per month			OH1MS	TEFHG	0.00	0.00								
	Local Channel - Dedicated - DS3 per month			OH3MS	TEFHJ	0.00	0.00								
MULTIPLEXERS															
	Channelization - DS1 to DS0 Channel System			OH1, OH1MS	SATN1	69.75bk	105.675bk	41.585bk	23.75bk	4.19bk					
	DS3 to DS1 Channel System per month			OH3, OH3MS	SATNS	121.9bk	224.475bk	71.83bk	40.005bk	31.065bk					
	DS3 Interface Unit (DS1 COC) per month			OH1, OH1MS	SATCO	7.35bk	15.805bk	11.385bk	6.605bk	6.605bk					

LOCAL INTERCONNECTION - Kentucky							Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 3		Exhibit: A															
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)	Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)														
								First	Add'l	First	Add'l	SOMEc	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN									
LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION)																										
NOTE: "bk" beside a rate indicates that the Parties have agreed to bill and keep for that element pursuant to the terms and conditions in Attachment 3.																										
TANDEM SWITCHING																										
	Tandem Switching Function Per MOU			OHD		0.0006772bk																				
	Multiple Tandem Switching, per MOU (applies to intial tandem only)			OHD		0.0006772																				
	Tandem Intermediary Charge, per MOU*			OHD		0.0015																				
* This charge is applicable only to transit traffic and is applied in addition to applicable switching and/or interconnection charges.																										
TRUNK CHARGE																										
	Installation Trunk Side Service - per DS0			OHD	TPP6X		21.58bk	8.13bk																		
	Installation Trunk Side Service - per DS0			OHD	TPP9X		21.58bk	8.13bk																		
	Dedicated End Office Trunk Port Service-per DS0**			OHD	TDEOP	0.00																				
	Dedicated End Office Trunk Port Service-per DS1**			OH1 OH1MS	TDE1P	0.00																				
	Dedicated Tandem Trunk Port Service-per DS0**			OHD	TDWOP	0.00																				
	Dedicated Tandem Trunk Port Service-per DS1**			OH1 OH1MS	TDW1P	0.00																				
** This rate element is recovered on a per MOU basis and is included in the End Office Switching and Tandem Switching, per MOU rate elements																										
COMMON TRANSPORT (Shared)																										
	Common Transport - Per Mile, Per MOU			OHD		0.000003bk																				
	Common Transport - Facilities Termination Per MOU			OHD		0.0007466bk																				
LOCAL INTERCONNECTION (DEDICATED TRANSPORT)																										
INTEROFFICE CHANNEL - DEDICATED TRANSPORT																										
	Interoffice Channel - Dedicated Transport - 2-Wire Voice Grade - Per Mile per month			OHM	1L5NF	0.01bk																				
	Interoffice Channel - Dedicated Transport- 2- Wire Voice Grade - Facility Termination per month			OHM	1L5NF	29.11bk	47.34bk	31.78bk	22.77bk																	
	Interoffice Channel - Dedicated Transport - 56 kbps - per mile per month			OHM	1L5NK	0.0115bk																				
	Interoffice Channel - Dedicated Transport - 56 kbps - Facility Termination per month			OHM	1L5NK	20.97bk	47.35bk	31.78bk	22.77bk	8.75bk																
	Interoffice Channel - Dedicated Transport - 64 kbps - per mile per month			OHM	1L5NK	0.0115bk																				
	Interoffice Channel - Dedicated Transport - 64 kbps - Facility Termination per month			OHM	1L5NK	20.97bk	47.35bk	31.78bk	22.77bk	8.75bk																
	Interoffice Channel - Dedicated Channel - DS1 - Per Mile per month			OH1, OH1MS	1L5NL	0.23bk																				
	Interoffice Channel - Dedicated Tranport - DS1 - Facility Termination per month			OH1, OH1MS	1L5NL	96.04bk	105.52bk	98.46bk	23.09bk	20.49bk																
	Interoffice Channel - Dedicated Transport - DS3 - Per Mile per month			OH3, OH3MS	1L5NM	4.97bk																				
	Interoffice Channel - Dedicated Transport - DS3 - Facility Termination per month			OH3, OH3MS	1L5NM	1175.15bk	335.4bk	219.24bk	89.57bk	87.75bk																
LOCAL CHANNEL - DEDICATED TRANSPORT																										
	Local Channel - Dedicated - 2-Wire Voice Grade per month			OHM	TEFV2	18.57bk	265.78bk	46.96bk	46.79bk	4.98bk																
	Local Channel - Dedicated - 4-Wire Voice Grade per month			OHM	TEFV4	19.86bk	266.48bk	47.65bk	47.54bk	5.73bk																
	Local Channel - Dedicated - DS1 per month			OH1	TEFHG	40.46bk	209.6bk	176.51bk	30.21bk	21.07bk																
	Local Channel - Dedicated - DS3 Facility Termination per month			OH3	TEFHJ	576.05bk	551.38bk	338.08bk	173bk	120.42bk																
LOCAL INTERCONNECTION MID-SPAN MEET																										
NOTE: If Access service ride Mid-Span Meet, one-half the tariffed service Local Channel rate is applicable.																										
	Local Channel - Dedicated - DS1 per month			OH1MS	TEFHG	0.00	0.00																			
	Local Channel - Dedicated - DS3 per month			OH3MS	TEFHJ	0.00	0.00																			
MULTIPLEXERS																										
	Channelization - DS1 to DS0 Channel System			OH1, OH1MS	SATN1	113.33bk	101.4bk	71.6bk	13.79bk	13.04bk																
	DS3 to DS1 Channel System per month			OH3, OH3MS	SATNS	158.2bk	199.23bk	118.62bk	50.16bk	bk																
	DS3 Interface Unit (DS1 COC) per month			OH1, OH1MS	SATCO	11.8bk	10.07bk	7.08bk																		

LOCAL INTERCONNECTION - Louisiana							Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 3		Exhibit: A																	
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)	Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)																
								First	Add'l	First	Add'l	SOMEc	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN											
LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION)																												
NOTE: "bk" beside a rate indicates that the Parties have agreed to bill and keep for that element pursuant to the terms and conditions in Attachment 3.																												
TANDEM SWITCHING																												
	Tandem Switching Function Per MOU			OHD		0.0005507bk																						
	Multiple Tandem Switching, per MOU (applies to intial tandem only)			OHD		0.0005507																						
	Tandem Intermediary Charge, per MOU*			OHD		0.0015																						
* This charge is applicable only to transit traffic and is applied in addition to applicable switching and/or interconnection charges.																												
TRUNK CHARGE																												
	Installation Trunk Side Service - per DS0			OHD	TPP6X		21.64bk	8.15bk																				
	Installation Trunk Side Service - per DS0			OHD	TPP9X		21.64bk	8.15bk																				
	Dedicated End Office Trunk Port Service-per DS0**			OHD	TDEOP	0.00																						
	Dedicated End Office Trunk Port Service-per DS1**			OH1 OH1MS	TDE1P	0.00																						
	Dedicated Tandem Trunk Port Service-per DS0**			OHD	TDWOP	0.00																						
	Dedicated Tandem Trunk Port Service-per DS1**			OH1 OH1MS	TDW1P	0.00																						
** This rate element is recovered on a per MOU basis and is included in the End Office Switching and Tandem Switching, per MOU rate elements																												
COMMON TRANSPORT (Shared)																												
	Common Transport - Per Mile, Per MOU			OHD		0.0000032bk																						
	Common Transport - Facilities Termination Per MOU			OHD		0.0003748bk																						
LOCAL INTERCONNECTION (DEDICATED TRANSPORT)																												
INTEROFFICE CHANNEL - DEDICATED TRANSPORT																												
	Interoffice Channel - Dedicated Transport - 2-Wire Voice Grade - Per Mile per month			OHM	1L5NF	0.013bk																						
	Interoffice Channel - Dedicated Transport- 2- Wire Voice Grade - Facility Termination per month			OHM	1L5NF	22.6bk	39.36bk	26.62bk																				
	Interoffice Channel - Dedicated Transport - 56 kbps - per mile per month			OHM	1L5NK	0.013bk																						
	Interoffice Channel - Dedicated Transport - 56 kbps - Facility Termination per month			OHM	1L5NK	15.61bk	39.37bk	26.62bk																				
	Interoffice Channel - Dedicated Transport - 64 kbps - per mile per month			OHM	1L5NK	0.013bk																						
	Interoffice Channel - Dedicated Transport - 64 kbps - Facility Termination per month			OHM	1L5NK	15.61bk	39.37bk	26.62bk																				
	Interoffice Channel - Dedicated Channel - DS1 - Per Mile per month			OH1, OH1MS	1L5NL	0.2652bk																						
	Interoffice Channel - Dedicated Tranport - DS1 - Facility Termination per month			OH1, OH1MS	1L5NL	70.47bk	86.69bk	79.44bk																				
	Interoffice Channel - Dedicated Transport - DS3 - Per Mile per month			OH3, OH3MS	1L5NM	6.04bk																						
	Interoffice Channel - Dedicated Transport - DS3 - Facility Termination per month			OH3, OH3MS	1L5NM	850.45bk	270.69bk	158.05bk																				
LOCAL CHANNEL - DEDICATED TRANSPORT																												
	Local Channel - Dedicated - 2-Wire Voice Grade per month			OHM	TEFV2	18.32bk	187.51bk	32.21bk																				
	Local Channel - Dedicated - 4-Wire Voice Grade per month			OHM	TEFV4	19.41bk	187.94bk	32.63bk																				
	Local Channel - Dedicated - DS1 per month			OH1	TEFHG	39.18bk	172.34bk	149.27bk																				
	Local Channel - Dedicated - DS3 Facility Termination per month			OH3	TEFHJ	469.44bk	438.46bk	256.3bk																				
LOCAL INTERCONNECTION MID-SPAN MEET																												
NOTE: If Access service ride Mid-Span Meet, one-half the tariffed service Local Channel rate is applicable.																												
	Local Channel - Dedicated - DS1 per month			OH1MS	TEFHG	0.00	0.00																					
	Local Channel - Dedicated - DS3 per month			OH3MS	TEFHJ	0.00	0.00																					
MULTIPLEXERS																												
	Channelization - DS1 to DS0 Channel System			OH1, OH1MS	SATN1	105.09bk	88.41bk	60.76bk																				
	DS3 to DS1 Channel System per month			OH3, OH3MS	SATNS	201.48bk	172.99bk	91.25bk																				
	DS3 Interface Unit (DS1 COC) per month			OH1, OH1MS	SATCO	11.78bk	6.39bk	4.58bk																				

LOCAL INTERCONNECTION - North Carolina							Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 3		Exhibit: A										
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)	Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)									
								First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN				
LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION)																					
NOTE: "bk" beside a rate indicates that the Parties have agreed to bill and keep for that element pursuant to the terms and conditions in Attachment 3.																					
TANDEM SWITCHING																					
	Tandem Switching Function Per MOU			OHD		0.0012bk															
	Multiple Tandem Switching, per MOU (applies to intial tandem only)			OHD		0.0012															
	Tandem Intermediary Charge, per MOU*			OHD		0.0015															
* This charge is applicable only to transit traffic and is applied in addition to applicable switching and/or interconnection charges.																					
TRUNK CHARGE																					
	Installation Trunk Side Service - per DS0			OHD	TPP6X	21.55bk		8.12bk													
	Installation Trunk Side Service - per DS0			OHD	TPP9X	21.55bk		8.12bk													
	Dedicated End Office Trunk Port Service-per DS0**			OHD	TDEOP	0.00															
	Dedicated End Office Trunk Port Service-per DS1**			OH1	OH1MS	TDE1P	0.00														
	Dedicated Tandem Trunk Port Service-per DS0**			OHD	TDWOP	0.00															
	Dedicated Tandem Trunk Port Service-per DS1**			OH1	OH1MS	TDW1P	0.00														
** This rate element is recovered on a per MOU basis and is included in the End Office Switching and Tandem Switching, per MOU rate elements																					
COMMON TRANSPORT (Shared)																					
	Common Transport - Per Mile, Per MOU			OHD		0.00001bk															
	Common Transport - Facilities Termination Per MOU			OHD		0.00034bk															
LOCAL INTERCONNECTION (DEDICATED TRANSPORT)																					
INTEROFFICE CHANNEL - DEDICATED TRANSPORT																					
	Interoffice Channel - Dedicated Transport - 2-Wire Voice Grade - Per Mile per month			OHM	1L5NF	0.0282bk															
	Interoffice Channel - Dedicated Transport- 2- Wire Voice Grade - Facility Termination per month			OHM	1L5NF	18bk	137.48bk	52.58bk													
	Interoffice Channel - Dedicated Transport - 56 kbps - per mile per month			OHM	1L5NK	0.0282bk															
	Interoffice Channel - Dedicated Transport - 56 kbps - Facility Termination per month			OHM	1L5NK	17.4bk	137.48bk	52.58bk													
	Interoffice Channel - Dedicated Transport - 64 kbps - per mile per month			OHM	1L5NK	0.0282bk															
	Interoffice Channel - Dedicated Transport - 64 kbps - Facility Termination per month			OHM	1L5NK	17.4bk	137.48bk	52.58bk													
	Interoffice Channel - Dedicated Channel - DS1 - Per Mile per month			OH1, OH1MS	1L5NL	0.5753bk															
	Interoffice Channel - Dedicated Transport - DS1 - Facility Termination per month			OH1, OH1MS	1L5NL	71.29bk	217.17bk	163.75bk													
	Interoffice Channel - Dedicated Transport - DS3 - Per Mile per month			OH3, OH3MS	1L5NM	12.98bk															
	Interoffice Channel - Dedicated Transport - DS3 - Facility Termination per month			OH3, OH3MS	1L5NM	720.38bk	794.94bk	579.55bk													
LOCAL CHANNEL - DEDICATED TRANSPORT																					
	Local Channel - Dedicated - 2-Wire Voice Grade per month			OHM	TEFV2	11.24bk	553.8bk	89.69bk													
	Local Channel - Dedicated - 4-Wire Voice Grade per month			OHM	TEFV4	12.03bk	562.23bk	92.67bk													
	Local Channel - Dedicated - DS1 per month			OH1	TEFHG	27.05bk	534.48bk	462.69bk													
	Local Channel - Dedicated - DS3 Facility Termination per month			OH3	TEFHJ	298.92bk	438.46bk	256.3bk													
LOCAL INTERCONNECTION MID-SPAN MEET																					
NOTE: If Access service ride Mid-Span Meet, one-half the tariffed service Local Channel rate is applicable.																					
	Local Channel - Dedicated - DS1 per month			OH1MS	TEFHG	0.00	0.00														
	Local Channel - Dedicated - DS3 per month			OH3MS	TEFHJ	0.00	0.00														
MULTIPLEXERS																					
	Channelization - DS1 to DS0 Channel System			OH1, OH1MS	SATN1	146.69bk	197.78bk	140.06bk													
	DS3 to DS1 Channel System per month			OH3, OH3MS	SATNS	233.1bk	403.97bk	234.4bk													
	DS3 Interface Unit (DS1 COC) per month			OH1, OH1MS	SATCO	16.07bk	13.09bk	9.38bk													

LOCAL INTERCONNECTION - Tennessee							Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 3		Exhibit: A				
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				SOMEc	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
						Rec	Nonrecurring First	Add'l	Nonrecurring First						
LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION)															
NOTE: "bk" beside a rate indicates that the Parties have agreed to bill and keep for that element pursuant to the terms and conditions in Attachment 3.															
TANDEM SWITCHING															
	Tandem Switching Function Per MOU			OHD		0.0009778bk									
	Multiple Tandem Switching, per MOU (applies to initial tandem only)			OHD		0.0009778									
	Tandem Intermediary Charge, per MOU*			OHD		0.0015									
* This charge is applicable only to transit traffic and is applied in addition to applicable switching and/or interconnection charges.															
TRUNK CHARGE															
	Installation Trunk Side Service - per DS0			OHD	TPP6X		21.59bk	8.09bk							
	Installation Trunk Side Service - per DS0			OHD	TPP9X		21.59bk	8.09bk							
	Dedicated End Office Trunk Port Service-per DS0**			OHD	TDEOP	0.00									
	Dedicated End Office Trunk Port Service-per DS1**			OH1	OH1MS	TDE1P	0.00								
	Dedicated Tandem Trunk Port Service-per DS0**			OHD	TDWOP	0.00									
	Dedicated Tandem Trunk Port Service-per DS1**			OH1	OH1MS	TDW1P	0.00								
** This rate element is recovered on a per MOU basis and is included in the End Office Switching and Tandem Switching, per MOU rate elements															
COMMON TRANSPORT (Shared)															
	Common Transport - Per Mile, Per MOU			OHD		0.0000064bk									
	Common Transport - Facilities Termination Per MOU			OHD		0.0003871bk									
LOCAL INTERCONNECTION (DEDICATED TRANSPORT)															
INTEROFFICE CHANNEL - DEDICATED TRANSPORT															
	Interoffice Channel - Dedicated Transport - 2-Wire Voice Grade - Per Mile per month			OHM	1L5NF	0.0174bk									
	Interoffice Channel - Dedicated Transport- 2- Wire Voice Grade - Facility Termination per month			OHM	1L5NF	18.58bk	55.39bk	17.37bk	27.96bk	3.51bk					
	Interoffice Channel - Dedicated Transport - 56 kbps - per mile per month			OHM	1L5NK	0.0174bk									
	Interoffice Channel - Dedicated Transport - 56 kbps - Facility Termination per month			OHM	1L5NK	17.98bk	55.39bk	17.37bk	27.96bk	3.51bk					
	Interoffice Channel - Dedicated Transport - 64 kbps - per mile per month			OHM	1L5NK	0.0174bk									
	Interoffice Channel - Dedicated Transport - 64 kbps - Facility Termination per month			OHM	1L5NK	17.98bk	55.39bk	17.37bk	27.96bk	3.51bk					
	Interoffice Channel - Dedicated Channel - DS1 - Per Mile per month			OH1, OH1MS	1L5NL	0.3562bk									
	Interoffice Channel - Dedicated Transport - DS1 - Facility Termination per month			OH1, OH1MS	1L5NL	77.86bk	112.4bk	76.27bk	19.55bk	14.99bk					
	Interoffice Channel - Dedicated Transport - DS3 - Per Mile per month			OH3, OH3MS	1L5NM	2.34bk									
	Interoffice Channel - Dedicated Transport - DS3 - Facility Termination per month			OH3, OH3MS	1L5NM	848.99bk	395.29bk	176.56bk	109.04bk	105.91bk					
LOCAL CHANNEL - DEDICATED TRANSPORT															
	Local Channel - Dedicated - 2-Wire Voice Grade per month			OHM	TEFV2	19.43bk	199.33bk	24.16bk	54.81bk	4.8bk					
	Local Channel - Dedicated - 4-Wire Voice Grade per month			OHM	TEFV4	20.56bk	201.53bk	24.83bk	55.52bk	5.51bk					
	Local Channel - Dedicated - DS1 per month			OH1	TEFHG	40.99bk	277.35bk	233.26bk	33.18bk	22.3bk					
	Local Channel - Dedicated - DS3 Facility Termination per month			OH3	TEFHJ	611.3bk	595.37bk	304.5bk	215.82bk	151.15bk					
LOCAL INTERCONNECTION MID-SPAN MEET															
NOTE: If Access service ride Mid-Span Meet, one-half the tariffed service Local Channel rate is applicable.															
	Local Channel - Dedicated - DS1 per month			OH1MS	TEFHG	0.00	0.00								
	Local Channel - Dedicated - DS3 per month			OH3MS	TEFHJ	0.00	0.00								
MULTIPLEXERS															
	Channelization - DS1 to DS0 Channel System			OH1, OH1MS	SATN1	80.77bk	141.87bk	77.11bk	44.47bk	42.62bk					
	DS3 to DS1 Channel System per month			OH3, OH3MS	SATNS	222.98bk	308.03bk	108.47bk	6.34bk	4.23bk					
	DS3 Interface Unit (DS1 COC) per month			OH1, OH1MS	SATCO	17.58bk	6.07bk	4.66bk							
Notes: If no rate is identified in the contract, the rates, terms, and conditions for the specific service or function will be as set forth in applicable BellSouth tariff.															