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BellSouth Telecommunications, Inc.
Suite 400
150 South Monroe Street
Tallahassee, Florida 32301-1556

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RECORDS AND REPORTING

Marshall M. Criser III
Regulatory Vice President

August 1, 2000

Mrs. Blanca S. Bayo
Director, Division of Records and Reporting
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399

001010-TP

Re: Approval of two Amendments to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. ("BellSouth") and PacTec Communications, Inc. pursuant to Sections 251, 252 and 271 of the Telecommunications Act of 1996

Dear Mrs. Bayo:

Pursuant to section 252(e) of the Telecommunications Act of 1996, BellSouth and PacTec Communications, Inc. are submitting to the Florida Public Service Commission two amendments to their negotiated agreement for the interconnection of their networks, the unbundling of specific network elements offered by BellSouth and the resale of BellSouth's telecommunications services to PacTec Communications, Inc. The Commission approved the initial agreement between the companies in Order No. 00-0411-FOF-TP issued February 24, 2000 in Docket 991907-TP.

Pursuant to section 252(e) of the Act, the Commission is charged with approving or rejecting the negotiated agreement between BellSouth and PacTec Communications, Inc. within 90 days of its submission. The Act provides that the Commission 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. Both parties aver that neither of these reasons exist as to the agreement they have negotiated and therefore, are very hopeful that the Commission shall approve their agreement.

Very truly yours,

Marshall M. Criser, III
Regulatory Vice President (2d)

cc: Mr. Harry N. Malone
Swidler Berlin Shereff Friedman, LLP
Counsel for PaeTec Communications, Inc.
3000 K Street, NW, Suite 300
Washington, DC 2007-5116

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[Signature]
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DOCUMENT NUMBER-DATE
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FPSC-RECORDS/REPORTING

ATTACHMENT TO TRANSMITTAL LETTER

The Amendment to the Interconnection Agreement entered into by and between PaeTec and BellSouth Telecommunications, Inc., dated 07/11/2000, for the state of Florida consists of the following:

ITEM	NO. PAGES
Amendment	3
Attachment A	4
TOTAL	7

**AMENDMENT
TO THE
AGREEMENT BETWEEN
PAETEC COMMUNICATIONS, INC.
AND
BELLSOUTH TELECOMMUNICATIONS, INC.
DATED NOVEMBER 12, 1998**

Pursuant to this Agreement, (the "Amendment"), PaeTec Communications, Inc. ("PaeTec"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated November 12, 1998, ("Agreement").

WHEREAS, BellSouth and PaeTec entered into an Interconnection Agreement on November 12, 1998, 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. Port/Loop Combinations

1.1 At PaeTec's request, BellSouth shall provide access to combinations of port and loop network elements, as set forth in Section 1.4 below, that are currently combined in BellSouth's network except as specified in Sections 1.1.1 and 1.1.2 below.

1.1.1 BellSouth shall not provide access to combinations of port and loop network elements in locations where, pursuant to FCC rules, BellSouth is not required to provide circuit switching as an unbundled network element.

1.1.2 In accordance with effective and applicable FCC rules, BellSouth shall not provide circuit switching in density Zone 1, as defined in 47 C.F.R. 69.123 as of January 1, 1999, of the Atlanta, Miami, Orlando, Fort Lauderdale, Charlotte, New Orleans, Greensboro and Nashville MSAs to PaeTec if PaeTec's customer has 4 or more DS0 equivalent lines.

1.2 Definition

1.2.1 For purposes of this Amendment, references to "Currently Combined" network elements shall mean that such network elements are in fact already combined by BellSouth in the BellSouth network to provide service to a particular end user at a particular location.

1.2.2 Combinations of port and loop network elements provide local exchange service for the origination or termination of calls. Section 1.4 following provides the combinations of port and loop network elements that may be ordered by PaeTec

when Currently Combined except in those locations where BellSouth is not required to provide circuit switching, as set forth in Section 1.1.2.

- 1.2.3 In Georgia, BellSouth shall provide combinations of port and loop network elements to PaeTec regardless of whether or not such combinations are Currently Combined except in those locations where BellSouth is not required to provide circuit switching, as set forth in Section 1.1.1 above. In all other states, and subject to Sections 1.1.1 and 1.1.2 above, BellSouth shall provide combinations of port and loop network elements to PaeTec only to the extent such elements are Currently Combined.

1.3 Rates for Combinations of Loop and Port Network Elements

- 1.3.1 Rates for combinations of loop and port network elements, as set forth in Section 1.4, are provided in Exhibit A of this Amendment.

1.3.2 Rates for Circuit Switching

- 1.3.2.1 Rates for circuit switching, where BellSouth is not required, pursuant to Section 1.1.1 and 1.1.2, to provide circuit switching are as set forth in Exhibit A of this Amendment.

1.4 Combination Offerings

- 1.4.1 2-wire voice grade port, voice grade loop, virtual cross connect, unbundled end office switching, unbundled end office trunk port, common transport per mile per MOU, common transport facilities termination, tandem switching, and tandem trunk port.
- 1.4.2 2-wire voice grade DID port, voice grade loop, virtual cross connect, unbundled end office switching, unbundled end office trunk port, common transport per mile per MOU, common transport facilities termination, tandem switching, and tandem trunk port.
- 1.4.3 2-wire CENTREX port, voice grade loop virtual cross connect, unbundled end office switching, unbundled end office trunk port, common transport per mile per MOU, common transport facilities termination, tandem switching, and tandem trunk port.
- 1.4.4 2-wire ISDN Basic Rate Interface, voice grade loop virtual cross connect, unbundled end office switching, unbundled end office trunk port, common transport per mile per MOU, common transport facilities termination, tandem switching, and tandem trunk port.
- 1.4.5 2-wire ISDN Primary Rate Interface, DS1 loop virtual cross connect, unbundled end office switching, unbundled end office trunk port, common transport per mile per

MOU, common transport facilities termination, tandem switching, and tandem trunk port.

1.4.6 4-wire DS1 Trunk port, DS1 Loop virtual cross connect, unbundled end office switching, unbundled end office trunk port, common transport per mile per MOU, common transport facilities termination, tandem switching, and tandem trunk port.

2. All of the other provisions of the Agreement, dated November 12, 1998, shall remain in full force and effect.

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

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

PaeTec Communications, Inc.

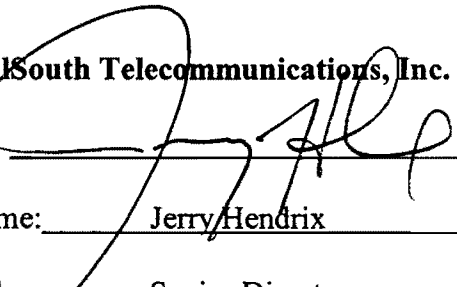
By: 

Name: Richard Ottalagana

Title: Executive Vice President

Date: June 21, 2000

BellSouth Telecommunications, Inc.

By: 

Name: Jerry Hendrix

Title: Senior Director

Date: 7/11/00

BELLSOUTH/CLEC-1
UNBUNDLED LOOP/PORT COMBINATION RATES

DESCRIPTION	USOC	AL	FL	GA	KY	LA	MS	NC	SC	TN
UNBUNDLED LOOP COMBINATIONS										
Unbundled Loop/Port Combinations (Notes 4 & 5)										
UNBUNDLED LOOP BILLING USOC (REQUIRES ONE PER PORT)	UEPLX	This USOC to be used for Unbundled Loop when ordering Loop/Port Combination								
LOCAL NUMBER PORTABILITY (REQUIRES ONE PER PORT)	LNPCX	This USOC to be used for Local Number Portability when ordering Loop/Port Combination								
Zone 1 / Top 8 MSAs in BellSouth Region										
Currently Combined										
Customers with less than 4 DS0 Equivalent										
2-Wire Voice Grade Loop with 2-Wire Line Port										
RC - 2-Wire Voice Grade Loop with 2-Wire Line Port, Statewide	TBD	NA	NA	\$14.34	NA	NA	NA	NA	NA	NA
RC - 2-Wire Voice Grade Loop with 2-Wire Line Port, Zone 1 (Note 6)	TBD	NA	NA	\$12.59	NA	NA	NA	NA	NA	NA
RC - 2-Wire Voice Grade Loop with 2-Wire Line Port, Zone 2 (Note 6)	TBD	NA	NA	\$14.26	NA	NA	NA	NA	NA	NA
RC - 2-Wire Voice Grade Loop with 2-Wire Line Port, Zone 3 (Note 6)	TBD	NA	NA	\$21.62	NA	NA	NA	NA	NA	NA
RC - 2-Wire Voice Grade Loop with 2-Wire Line Port, Zone 4 (Note 6)	TBD	NA	NA	NA	NA	NA	NA	NA	NA	NA
RC - 2-Wire Voice Grade Loop	UEPLX	Note 1	Note 1	NA	Note 1	Note 1	Note 1	Note 1	Note 1	Note 1
RC - Exchange Port - 2-Wire Line Port	TBD	Note 1	Note 1	NA	Note 1	Note 1	Note 1	Note 1	Note 1	Note 1
NRC - 2-Wire Voice Grade Loop/Line Port Combination - 1st, with change	USACC	\$10.00	\$10.00	\$2.01	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00
NRC - 2-Wire Voice Grade Loop/Line Port Combination - Add'l, with change	USACC	\$10.00	\$10.00	\$0.3108000	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00
NRC - 2-Wire Voice Grade Loop/Line Port Combination - 1st, no change	USAC2	\$10.00	\$10.00	\$2.01	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00
NRC - 2-Wire Voice Grade Loop/Line Port Combination - Add'l, no change	USAC2	\$10.00	\$10.00	\$0.3108000	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00
NRC - 2-Wire Voice Grade Loop/Line Port Combination - Subsequen	USASC	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00
NRC - 2-Wire Voice Grade Loop/Line Port Combination - OSS LSR Charge, Electronic, per LSR received from the CLEC by one of the OSS Interactive interfaces	SOMEK	\$3.50	\$3.50	\$3.50	\$3.50	\$3.50	\$3.50	\$3.50	\$3.50	\$3.50
NRC - 2-Wire Voice Grade Loop/Line Port Combination - Incremental Cost - Manual Svc.Order vs. Electronic - 1st	TBD	NA	NA	\$33.67	NA	NA	NA	NA	NA	NA
NRC - 2-Wire Voice Grade Loop/Line Port Combination - Incremental Cost - Manual Svc.Order vs. Electronic - Add'l	TBD	NA	NA	\$7.88	NA	NA	NA	NA	NA	NA
NRC - 2-Wire Voice Grade Loop/Line Port Combination - Incremental Cost - Manual Svc.Order vs. Electronic	SOMAN	\$19.99	\$19.99	NA	\$19.99	\$19.99	\$19.99	\$19.99	\$19.99	\$19.99
2-Wire ISDN Digital Grade Loop with 2-wire ISDN Digital Port										
RC - 2-Wire ISDN Digital Grade Loop	USL2X	\$19.08	\$19.08	\$19.08	\$19.08	\$19.08	\$19.08	\$19.08	\$19.08	\$18.32
RC - Exchange Port - 2-Wire ISDN Line Side Port	UEPPB	\$24.37	\$24.37	\$24.37	\$24.37	\$24.37	\$24.37	\$24.37	\$24.37	\$15.72
NRC - 2-Wire ISDN Digital Grade Loop/2-wire ISDN Digital Port - 1st conversion	USACB	\$174.35	\$174.35	\$174.35	\$174.35	\$174.35	\$174.35	\$174.35	\$174.35	\$117.23
NRC - 2-Wire ISDN Digital Grade Loop/2-wire ISDN Digital Port - Add'l conversion	USACB	\$174.35	\$174.35	\$174.35	\$174.35	\$174.35	\$174.35	\$174.35	\$174.35	\$117.23
NRC - 2-Wire ISDN Digital Grade Loop/2-wire ISDN Digital Port - Non Feature Subsequent Activity	USASB	\$286.15	\$286.15	\$286.15	\$286.15	\$286.15	\$286.15	\$286.15	\$286.15	\$212.88
4-Wire ISDN Digital Grade Loop with 2-wire ISDN Digital Port										
RC - 4-Wire ISDN Digital Grade Loop	USL4P	\$62.71	\$62.71	\$62.71	\$62.71	\$62.71	\$62.71	\$62.71	\$62.71	\$61.74
RC - Exchange Port - 4-Wire ISDN Digital Trunk Por	UEPPP	\$179.01	\$179.01	\$179.01	\$179.01	\$179.01	\$179.01	\$179.01	\$179.01	\$73.62
NRC - 4-Wire ISDN Digital Grade Loop/2-wire ISDN Digital Trunk Port Combination - 1st conversion	USACP	\$481.51	\$481.51	\$481.51	\$481.51	\$481.51	\$481.51	\$481.51	\$481.51	\$328.53
NRC - 4-Wire ISDN Digital Grade Loop/2-wire ISDN Digital Trunk Port Combination - Add'l conversion	USACP	\$481.51	\$481.51	\$481.51	\$481.51	\$481.51	\$481.51	\$481.51	\$481.51	\$328.53
Combination - Subsequent Channel Activity - Per Channe	USASP	\$36.92	\$36.92	\$36.92	\$36.92	\$36.92	\$36.92	\$36.92	\$36.92	\$28.39
NRC - 4-Wire ISDN Digital Grade Loop/4-wire ISDN Digital Trunk Port Combination - Subsequent Inward/2-way Telephone Numbers	PR7TG	\$1.17	\$1.17	\$1.17	\$1.17	\$1.17	\$1.17	\$1.17	\$1.17	\$0.94
NRC - 4-Wire ISDN Digital Grade Loop/4-wire ISDN Digital Trunk Port Combination - Subsequent Outward Telephone numbers	PR7TP	\$28.17	\$28.17	\$28.17	\$28.17	\$28.17	\$28.17	\$28.17	\$28.17	\$22.36
NRC - 4-Wire ISDN Digital Grade Loop/4-wire ISDN Digital Trunk Port Combination - Subsequent Inward Telephone Numbers	PR7ZT	\$56.33	\$56.33	\$56.33	\$56.33	\$56.33	\$56.33	\$56.33	\$56.33	\$44.71

BELLSOUTH/CLEC-1
UNBUNDLED LOOP/PORT COMBINATION RATES

DESCRIPTION	USOC	AL	FL	GA	KY	LA	MS	NC	SC	TN
UNBUNDLED LOOP COMBINATIONS										
NRC - 4-Wire ISDN Digital Grade Loop/4-wire ISDN Digital Trunk Port Combination - Subsequent Service Order Per Order	USASP	\$255.25	\$255.25	\$255.25	\$255.25	\$255.25	\$255.25	\$255.25	\$255.25	\$189.76
All Other Loop/Port Combinations	TBD	TBN	TBN	Note 2	TBN	TBN	TBN	TBN	TBN	TBN
Customers with 4 or more DS0 Equivalent										
2-Wire Voice Grade Loop with 2-Wire Line Port	TBD	Note 3	Note 3	Note 3	Note 3	Note 3	Note 3	Note 3	Note 3	Note 3
All Other Loop/Port Combinations	TBD	TBN	TBN	TBN	TBN	TBN	TBN	TBN	TBN	TBN
Not Currently Combined										
Customers with less than 4 DS0 Equivalent										
2-Wire Voice Grade Loop with 2-Wire Line Port										
RC - 2-Wire Voice Grade Loop with 2-Wire Line Port, Statewide	TBD	NA	NA	\$14.34	NA	NA	NA	NA	NA	NA
RC - 2-Wire Voice Grade Loop with 2-Wire Line Port, Zone 1 (Note 6)	TBD	NA	NA	\$12.59	NA	NA	NA	NA	NA	NA
RC - 2-Wire Voice Grade Loop with 2-Wire Line Port, Zone 2 (Note 6)	TBD	NA	NA	\$14.26	NA	NA	NA	NA	NA	NA
RC - 2-Wire Voice Grade Loop with 2-Wire Line Port, Zone 3 (Note 6)	TBD	NA	NA	\$21.62	NA	NA	NA	NA	NA	NA
RC - 2-Wire Voice Grade Loop with 2-Wire Line Port, Zone 4 (Note 6)	TBD	NA	NA	NA	NA	NA	NA	NA	NA	NA
RC - 2-Wire Voice Grade Loop	UEPLX	Note 3	Note 3	NA	Note 3	Note 3	Note 3	Note 3	Note 3	Note 3
RC - Exchange Port - 2-Wire Line Port	TBD	Note 3	Note 3	NA	Note 3	Note 3	Note 3	Note 3	Note 3	Note 3
NRC - 2-Wire Voice Grade Loop/Line Port Combination - 1st, with change	USACC	Note 3	Note 3	\$2.01	Note 3	Note 3	Note 3	Note 3	Note 3	Note 3
NRC - 2-Wire Voice Grade Loop/Line Port Combination - Add'l, with change	USACC	Note 3	Note 3	\$0.3108000	Note 3	Note 3	Note 3	Note 3	Note 3	Note 3
NRC - 2-Wire Voice Grade Loop/Line Port Combination - 1st, no change	USAC2	Note 3	Note 3	\$2.01	Note 3	Note 3	Note 3	Note 3	Note 3	Note 3
NRC - 2-Wire Voice Grade Loop/Line Port Combination - Add'l, no change	USAC2	Note 3	Note 3	\$0.3108000	Note 3	Note 3	Note 3	Note 3	Note 3	Note 3
NRC - 2-Wire Voice Grade Loop/Line Port Combination - Subsequent	USASC	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00
NRC - 2-Wire Voice Grade Loop/Line Port Combination - Incremental Cost - Manual Svc.Order vs. Electronic - 1st	TBD	Note 3	Note 3	\$33.67	Note 3	Note 3	Note 3	Note 3	Note 3	Note 3
NRC - 2-Wire Voice Grade Loop/Line Port Combination - Incremental Cost - Manual Svc.Order vs. Electronic - Add'l	TBD	Note 3	Note 3	\$7.88	Note 3	Note 3	Note 3	Note 3	Note 3	Note 3
2-Wire ISDN Digital Grade Loop with 2-wire ISDN Digital Port										
RC - 2-Wire ISDN Digital Grade Loop	USL2X	\$19.08	\$19.08	\$19.08	\$19.08	\$19.08	\$19.08	\$19.08	\$19.08	\$18.32
RC - Exchange Port - 2-Wire ISDN Line Side Port	UEPPB	\$24.37	\$24.37	\$24.37	\$24.37	\$24.37	\$24.37	\$24.37	\$24.37	\$15.72
NRC - 2-Wire ISDN Digital Grade Loop/2-wire ISDN Digital Port - 1st conversion	USACB	\$174.35	\$174.35	\$174.35	\$174.35	\$174.35	\$174.35	\$174.35	\$174.35	\$117.23
NRC - 2-Wire ISDN Digital Grade Loop/2-wire ISDN Digital Port - Add'l conversion	USACB	\$174.35	\$174.35	\$174.35	\$174.35	\$174.35	\$174.35	\$174.35	\$174.35	\$117.23
NRC - 2-Wire ISDN Digital Grade Loop/2-wire ISDN Digital Port - Non Feature Subsequent Activity	USASB	\$286.15	\$286.15	\$286.15	\$286.15	\$286.15	\$286.15	\$286.15	\$286.15	\$212.88
4-Wire ISDN Digital Grade Loop with 2-wire ISDN Digital Port										
RC - 4-Wire ISDN Digital Grade Loop	USL4P	\$62.71	\$62.71	\$62.71	\$62.71	\$62.71	\$62.71	\$62.71	\$62.71	\$61.74
RC - Exchange Port - 4-Wire ISDN Digital Trunk Port	UEPPP	\$179.01	\$179.01	\$179.01	\$179.01	\$179.01	\$179.01	\$179.01	\$179.01	\$73.62
NRC - 4-Wire ISDN Digital Grade Loop/2-wire ISDN Digital Trunk Port Combination - 1st conversion	USACP	\$481.51	\$481.51	\$481.51	\$481.51	\$481.51	\$481.51	\$481.51	\$481.51	\$328.53
NRC - 4-Wire ISDN Digital Grade Loop/2-wire ISDN Digital Trunk Port Combination - Add'l conversion	USACP	\$481.51	\$481.51	\$481.51	\$481.51	\$481.51	\$481.51	\$481.51	\$481.51	\$328.53
Combination - Subsequent Channel Activity - Per Channel	USASP	\$36.92	\$36.92	\$36.92	\$36.92	\$36.92	\$36.92	\$36.92	\$36.92	\$28.39
NRC - 4-Wire ISDN Digital Grade Loop/4-wire ISDN Digital Trunk Port, Combination - Subsequent Inward/2-way Telephone Numbers	PR7TG	\$1.17	\$1.17	\$1.17	\$1.17	\$1.17	\$1.17	\$1.17	\$1.17	\$0.94
NRC - 4-Wire ISDN Digital Grade Loop/4-wire ISDN Digital Trunk Port Combination - Subsequent Outward Telephone Numbers	PR7TP	\$28.17	\$28.17	\$28.17	\$28.17	\$28.17	\$28.17	\$28.17	\$28.17	\$22.36
NRC - 4-Wire ISDN Digital Grade Loop/4-wire ISDN Digital Trunk Port Combination - Subsequent Inward Telephone Numbers	PR7ZT	\$56.33	\$56.33	\$56.33	\$56.33	\$56.33	\$56.33	\$56.33	\$56.33	\$44.71

BELLSOUTH/CLEC-1
UNBUNDLED LOOP/PORT COMBINATION RATES

DESCRIPTION	USOC	AL	FL	GA	KY	LA	MS	NC	SC	TN
UNBUNDLED LOOP COMBINATIONS										
NRC - 4-Wire ISDN Digital Grade Loop/4-wire ISDN Digital Trunk Port Combination - Subsequent Service Order Per Order	USASP	\$255.25	\$255.25	\$255.25	\$255.25	\$255.25	\$255.25	\$255.25	\$255.25	\$189.76
All Other Loop/Port Combinations	TBD	TBN	TBN	Note 2	TBN	TBN	TBN	TBN	TBN	TBN
Customers with 4 or more DS0 Equivalent										
2-Wire Voice Grade Loop with 2-Wire Line Port	TBD	Note 3	Note 3	Note 3	Note 3	Note 3	Note 3	Note 3	Note 3	Note 3
All Other Loop/Port Combinations	TBD	TBN	TBN	TBN	TBN	TBN	TBN	TBN	TBN	TBN
All other MSAs in BellSouth Region										
Currently Combined										
2-Wire Voice Grade Loop with 2-Wire Line Port										
RC - 2-Wire Voice Grade Loop with 2-Wire Line Port, Statewide	TBD	NA	NA	\$14.34	NA	NA	NA	NA	NA	NA
RC - 2-Wire Voice Grade Loop with 2-Wire Line Port, Zone 1 (Note 6)	TBD	NA	NA	\$12.59	NA	NA	NA	NA	NA	NA
RC - 2-Wire Voice Grade Loop with 2-Wire Line Port, Zone 2 (Note 6)	TBD	NA	NA	\$14.26	NA	NA	NA	NA	NA	NA
RC - 2-Wire Voice Grade Loop with 2-Wire Line Port, Zone 3 (Note 6)	TBD	NA	NA	\$21.62	NA	NA	NA	NA	NA	NA
RC - 2-Wire Voice Grade Loop with 2-Wire Line Port, Zone 4 (Note 6)	TBD	NA	NA	NA	NA	NA	NA	NA	NA	NA
RC - 2-Wire Voice Grade Loop	UEPLX	Note 1	Note 1	NA	Note 1	Note 1	Note 1	Note 1	Note 1	Note 1
RC - Exchange Port - 2-Wire Line Port	TBD	Note 1	Note 1	NA	Note 1	Note 1	Note 1	Note 1	Note 1	Note 1
NRC - 2-Wire Voice Grade Loop/Line Port Combination - 1st, with change	USACC	\$10.00	\$10.00	\$2.01	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00
NRC - 2-Wire Voice Grade Loop/Line Port Combination - Add'l, with change	USACC	\$10.00	\$10.00	\$0.3108000	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00
NRC - 2-Wire Voice Grade Loop/Line Port Combination - 1st, no change	USAC2	\$10.00	\$10.00	\$2.01	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00
NRC - 2-Wire Voice Grade Loop/Line Port Combination - Add'l, no change	USAC2	\$10.00	\$10.00	\$0.3108000	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00
NRC - 2-Wire Voice Grade Loop/Line Port Combination - Subsequen	USASC	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00
NRC - 2-Wire Voice Grade Loop/Line Port Combination - OSS LSR Charge, Electronic, per LSR received from the CLEC by one of the OSS interactive interfaces	SOMEK	\$3.50	\$3.50	\$3.50	\$3.50	\$3.50	\$3.50	\$3.50	\$3.50	\$3.50
NRC - 2-Wire Voice Grade Loop/Line Port Combination - Incremental Cost - Manual Svc.Order vs. Electronic - 1st	TBD	NA	NA	\$33.67	NA	NA	NA	NA	NA	NA
NRC - 2-Wire Voice Grade Loop/Line Port Combination - Incremental Cost - Manual Svc.Order vs. Electronic - Add'l	TBD	NA	NA	\$7.88	NA	NA	NA	NA	NA	NA
NRC - 2-Wire Voice Grade Loop/Line Port Combination - Incremental Cost - Manual Svc.Order vs. Electronic	SOMAN	\$19.99	\$19.99	NA	\$19.99	\$19.99	\$19.99	\$19.99	\$19.99	\$19.99
All Other Loop/Port Combinations	TBD	TBN	TBN	Note 2	TBN	TBN	TBN	TBN	TBN	TBN
Not Currently Combined										
2-Wire Voice Grade Loop with 2-Wire Line Port										
RC - 2-Wire Voice Grade Loop with 2-Wire Line Port, Statewide	TBD	NA	NA	\$14.34	NA	NA	NA	NA	NA	NA
RC - 2-Wire Voice Grade Loop with 2-Wire Line Port, Zone 1 (Note 6)	TBD	NA	NA	\$12.59	NA	NA	NA	NA	NA	NA
RC - 2-Wire Voice Grade Loop with 2-Wire Line Port, Zone 2 (Note 6)	TBD	NA	NA	\$14.26	NA	NA	NA	NA	NA	NA
RC - 2-Wire Voice Grade Loop with 2-Wire Line Port, Zone 3 (Note 6)	TBD	NA	NA	\$21.62	NA	NA	NA	NA	NA	NA
RC - 2-Wire Voice Grade Loop with 2-Wire Line Port, Zone 4 (Note 6)	TBD	NA	NA	NA	NA	NA	NA	NA	NA	NA
RC - 2-Wire Voice Grade Loop	UEPLX	Note 3	Note 3	NA	Note 3	Note 3	Note 3	Note 3	Note 3	Note 3
RC - Exchange Port - 2-Wire Line Port	TBD	Note 3	Note 3	NA	Note 3	Note 3	Note 3	Note 3	Note 3	Note 3
NRC - 2-Wire Voice Grade Loop/Line Port Combination - 1st, with change	USACC	Note 3	Note 3	\$2.01	Note 3	Note 3	Note 3	Note 3	Note 3	Note 3
NRC - 2-Wire Voice Grade Loop/Line Port Combination - Add'l, with change	USACC	Note 3	Note 3	\$0.3108000	Note 3	Note 3	Note 3	Note 3	Note 3	Note 3
NRC - 2-Wire Voice Grade Loop/Line Port Combination - 1st, no change	USAC2	Note 3	Note 3	\$2.01	Note 3	Note 3	Note 3	Note 3	Note 3	Note 3
NRC - 2-Wire Voice Grade Loop/Line Port Combination - Add'l, no change	USAC2	Note 3	Note 3	\$0.3108000	Note 3	Note 3	Note 3	Note 3	Note 3	Note 3
NRC - 2-Wire Voice Grade Loop/Line Port Combination - Subsequen	USASC	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00
NRC - 2-Wire Voice Grade Loop/Line Port Combination - Incremental Cost - Manual Svc.Order vs. Electronic - 1st	TBD	Note 3	Note 3	\$33.67	Note 3	Note 3	Note 3	Note 3	Note 3	Note 3
NRC - 2-Wire Voice Grade Loop/Line Port Combination - Incremental Cost - Manual Svc.Order vs. Electronic - Add'l	TBD	Note 3	Note 3	\$7.88	Note 3	Note 3	Note 3	Note 3	Note 3	Note 3
All Other Loop/Port Combinations	TBD	TBN	TBN	Note 2	TBN	TBN	TBN	TBN	TBN	TBN

BELLSOUTH/CLEC-1
UNBUNDLED LOOP/PORT COMBINATION RATES

DESCRIPTION	USOC	AL	FL	GA	KY	LA	MS	NC	SC	TN
UNBUNDLED LOOP COMBINATIONS										
MARKET RATES* (INCLUDING ALL VERTICAL FEATURES)										
Currently Combined										
2-Wire Analog Line Port (Res., Bus.), per month	TBD	\$14.00	\$14.00	\$14.00	\$14.00	\$14.00	\$14.00	\$14.00	\$14.00	\$14.00
2-Wire Analog Loop, per month	UEPLX	Note 3	Note 3	Note 3	Note 3	Note 3	Note 3	Note 3	Note 3	Note 3
NRC	TBD	\$41.50	\$41.50	\$41.50	\$41.50	\$41.50	\$41.50	\$41.50	\$41.50	\$41.50
NRC - 2-Wire Voice Grade Loop/Line Port Combination - Subsequen	USASC	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00
NRC - 2-Wire Voice Grade Loop/Line Port Combination - OSS LSR Charge, Electronic, per LSR received from the CLEC by one of the OSS interactive interfaces	SOMEK	\$3.50	\$3.50	\$3.50	\$3.50	\$3.50	\$3.50	\$3.50	\$3.50	\$3.50
NRC - Incremental Manual Service Order	SOMAN	\$19.99	\$19.99	\$19.99	\$19.99	\$19.99	\$19.99	\$19.99	\$19.99	\$19.99
NRC - Incremental Manual Service Order Disconnect	TBD	\$20.00	\$20.00	\$20.00	\$20.00	\$20.00	\$20.00	\$20.00	\$20.00	\$20.00
Not Currently Combined										
2-Wire Analog Line Port (Res., Bus.), per month	TBD	\$14.00	\$14.00	\$14.00	\$14.00	\$14.00	\$14.00	\$14.00	\$14.00	\$14.00
2-Wire Analog Loop, per month	UEPLX	Note 3	Note 3	Note 3	Note 3	Note 3	Note 3	Note 3	Note 3	Note 3
NRC	TBD	\$90.00	\$90.00	\$90.00	\$90.00	\$90.00	\$90.00	\$90.00	\$90.00	\$90.00
NRC - 2-Wire Voice Grade Loop/Line Port Combination - Subsequen	USASC	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00
NRC - 2-Wire Voice Grade Loop/Line Port Combination - OSS LSR Charge, Electronic, per LSR received from the CLEC by one of the OSS interactive interfaces	SOMEK	\$3.50	\$3.50	\$3.50	\$3.50	\$3.50	\$3.50	\$3.50	\$3.50	\$3.50
NRC - Incremental Manual Service Order	SOMAN	\$19.99	\$19.99	\$19.99	\$19.99	\$19.99	\$19.99	\$19.99	\$19.99	\$19.99
NRC - Incremental Manual Service Order Disconnect	TBD	\$20.00	\$20.00	\$20.00	\$20.00	\$20.00	\$20.00	\$20.00	\$20.00	\$20.00
NOTES:										
1	In the absence of ordered rates by a State Commission, the rates for Currently Combined combinations of loop and port network elements will be the sum of the stand alone recurring rates of the UNEs which make up the combinations.									
2	For Georgia, on an interim basis, for those currently combined port/loop combinations defined by the Georgia Public Service Commission as not currently combined, the non-recurring and recurring rates for such UNE combinations shall be the sum of the stand-alone non-recurring and recurring rates of the UNEs which make up the combinations.									
3	Where BellSouth is not required to provide combinations of loop/port network elements, the rates for the 2-wire voice grade loop with 2-wire line port combination will be as follows: the recurring charges will be the sum of the stand-alone UNE loop rates and the Market Rates for the port as set forth in this Exhibit. The non-recurring charges associated with these combinations are those non-recurring charges as set forth in this Exhibit under Market Rates									
4	Usage and Common Transport rates associated with the stand-alone UNE port elements will apply to all combinations of loop/port network elements									
5	The Extended Area Calling Plans set forth in the stand-alone UNE Port rates section will apply to combinations of the loop/port network elements									
6	Deaveraged rates by zone will be available, where indicated, effective May 1, 2000									

ATTACHMENT TO TRANSMITTAL LETTER

The amendment to the Interconnection Agreement entered into by and between PaeTec and BellSouth Telecommunications, Inc., dated 07/11/2000, for the state of Florida consists of the following:

ITEM	NO. PAGES
Amendment	2
Exhibit A	1
TOTAL	3

**AMENDMENT
TO THE
AGREEMENT BETWEEN
PAETEC COMMUNICATIONS, INC.
AND
BELLSOUTH TELECOMMUNICATIONS, INC.
DATED NOVEMBER 12, 1998**

Pursuant to this Agreement, (the "Amendment"), PaeTec Communications, Inc. ("PaeTec"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated November 12, 1998, ("Agreement").

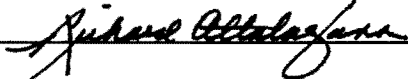
WHEREAS, BellSouth and PaeTec entered into an Interconnection Agreement on November 12, 1998, and;

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 statewide Unbundled Network Element ("UNE") Loop Rates Part IV: Pricing of the Interconnection Agreement are hereby deleted and replaced by deaveraged UNE zone rates, as set forth in Exhibit A of this Amendment.
 - 1.2 The deaveraged rates, upon the execution of this Amendment, shall remain in effect from the effective date of this Amendment throughout the remaining term of the Agreement unless different deaveraged UNE Loop rates are established by a Commission proceeding (e.g. arbitration or generic UNE cost proceeding). In the event different deaveraged rates are established as the result of a Commission proceeding, the Parties shall amend the Agreement to incorporate such rates. The deaveraged rates shall become effective as of the effective date of such Commission order unless otherwise required by the Commission, and the rates set forth in this Amendment shall not be subject to true up.
2. All of the other provisions of the Agreement, dated November 12, 1998, shall remain in full force and effect.
3. Either or both of the Parties is authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

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

PaeTec Communications, Inc.

By: 
Name: Richard Ottalagana
Title: Executive Vice President
Date: June 21, 2000

BellSouth Telecommunications, Inc.


By: 
Name: Jerry Hendrix
Title: Senior Director
Date: 7/11/00

EXHIBIT A

DEAVERAGED RECURRING RATES FOR UNE LOOPS

UNE RATE ELEMENT (Recurring only)	Zone 1 80.86%	Zone 2 118.38%	Zone 3 261.16%
2-wire analog voice grade loop - service level 1	\$ 13.75	\$ 20.13	\$ 44.40
4-wire analog voice grade loop	\$ 24.26	\$ 35.51	\$ 78.35
2-wire ISDN digital grade loop	\$ 32.34	\$ 47.35	\$ 104.47
2-wire ADSL compatible loop	\$ 12.78	\$ 18.72	\$ 41.29
2-wire HDSL compatible loop	\$ 9.80	\$ 14.35	\$ 31.65
4-wire HDSL compatible loop	\$ 14.75	\$ 21.59	\$ 47.64
4-wire DS1 digital loop	\$ 64.69	\$ 94.71	\$ 208.93
4-wire 56 kbps digital loop	\$ 39.08	\$ 57.21	\$ 126.22
4-wire 64 kbps digital loop	\$ 39.08	\$ 57.21	\$ 126.22
2-wire unbundled copper loop	\$ 18.60	\$ 27.23	\$ 60.07