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

850 224-7798
Fax 850 224-5073

COMMISSION
CLERK

Marshall M. Criser III
Regulatory Vice President

October 31, 2001

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

011436-TP

Re: Approval of an Amendment to the Interconnection, Unbundling, Resale and Collocation Agreement Negotiated by BellSouth Telecommunications, Inc. ("BellSouth") and XSPEDIUS, Corp. 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 XSPEDIUS, Corp. are submitting to the Florida Public Service Commission an amendment 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 XSPEDIUS, Corp.. The initial agreement between the companies was filed in Docket 010034-TP, and was deemed effective by Order No. PSC-01-0604-FOF-TP on March 13, 2001. This amendment restructures vertical features and feature charges located in the Port and Loop/Port Combination sections of Attachment 2, and Exhibit C.

Pursuant to section 252(e) of the Act, the Commission is charged with approving or rejecting this amendment to the negotiated agreement between BellSouth and XSPEDIUS, Corp. 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 exists as to the agreement they have negotiated and therefore, as such this amendment should be deemed effective by operation of law on January 31, 2002.

Very truly yours,

Marshall M. Criser III
(VA)
Regulatory Vice President

- APP
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FPSC-COMMISSION CLERK

AMENDMENT TO
INTERCONNECTION AGREEMENT BETWEEN
BELLSOUTH TELECOMMUNICATIONS, INC.
AND
Xspedius Corp.
DATED January 1, 2000

This Agreement (the "Amendment") is made and entered into between BellSouth Telecommunications, Inc. ("BellSouth") a Georgia corporation, and Xspedius Corp ("Xspedius"), a Delaware corporation.

WHEREAS, the Parties desire to amend that certain Interconnection Agreement between BellSouth and Xspedius dated January 1, 2000 (the "Interconnection Agreement") in order to incorporate vertical features and charges.

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, BellSouth and Xspedius hereby covenant and agree as follows:

1. The Interconnection Agreement is hereby amended to restructure vertical features and feature charges located in the Port and Loop/Port Combination sections of Attachment 2, Exhibit C, as follows:

- a. Delete individual feature charges and the 'three available' feature category and charges;
- b. Delete non-recurring charges for features; only OSS will apply;
- c. Provide 'all available' features and charges as reflected in Exhibit 1 and by reference made a part of this Amendment.

3. The Parties agree that all of the other provisions of the Interconnection Agreement, dated January 1, 2000, shall remain in full force and effect.

4. The Parties further agree that either or both of the Parties is authorized to submit this Amendment to the appropriate regulatory body having jurisdiction over the subject matter of this Amendment, for approval subject to Section 252(e) of the federal Telecommunications Act of 1996.

This Amendment is made effective upon the date that it is signed by both Parties.

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

Signed:

BellSouth Telecommunications, Inc.

Xspedius Corp.

By: CW Boltz

By: David D. Long

Title: MANAGING DIRECTOR

Title: CFO

Date: 10-15-01

Date: 10-8-01

Unbundled Network Elements
FLORIDA

CATEGORY	NOTES	UNBUNDLED NETWORK ELEMENT	Interim	Zone	BCS	USOC	RATES (\$)					OSS RATES (\$)															
							Nonrecurring			Nonrecurring Disconnect		Svc Order Submitted Elec per LSR	Svc Order Submitted Monthly per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l										
							Rec	First	Add'l	First	Add'l							SOMECC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN				
UNBUNDLED LOCAL EXCHANGE SWITCHING(PORTS)																											
		2-WIRE VOICE GRADE LINE PORT RATES (RES)																									
		All Available Vertical Features			UEPSR	UEPVF	2.17	0	0																		
		2-WIRE VOICE GRADE LINE PORT RATES (BUS)																									
		All Available Vertical Features			UEPSB	UEPVF	2.17	0	0																		
		EXCHANGE PORT RATES (2-WIRE ISDN - RES)																									
		All Available Vertical Features			UEPTX	UEPVF	2.17	0	0																		
		EXCHANGE PORT RATES (2-WIRE ISDN - BUS)																									
		All Available Vertical Features			UEPSX	UEPVF	2.17	0	0																		
		EXCHANGE PORT RATES (2-WIRE PBX - RES)																									
		All Available Vertical Features			UEPSE	UEPVF	2.17	0	0																		
		EXCHANGE PORT RATES (2-WIRE PBX - BUS)																									
		All Available Vertical Features			UEPSP	UEPVF	2.17	0	0																		
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																											
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.																											
		2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)																									
		All Available Vertical Features			UEPRX	UEPVF	2.17	0	0																		
		2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)																									
		All Available Vertical Features			UEPBX	UEPVF	2.17	0	0																		
		2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES - PBX)																									
		All Available Vertical Features			UEPRG	UEPVF	2.17	0	0																		
		2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)																									
		All Available Vertical Features			UEPPX	UEPVF	2.17	0	0																		
		2-WIRE ISDN DIGITAL GRADE LOOP WITH 2-WIRE ISDN DIGITAL LINE SIDE PORT (RES)																									
		All Vertical Features - One per Channel B User Profile			UEPPR	UEPVF	2.17	0	0																		
		2-WIRE ISDN DIGITAL GRADE LOOP WITH 2-WIRE ISDN DIGITAL LINE SIDE PORT (RES)																									
		All Vertical Features - One per Channel B User Profile			UEPPB	UEPVF	2.17	0	0																		
		Exchange Ports Associated with 4-Wire DS1 Loop with Channelization with Port FEATURES - Vertical and Optional																									
		Local Switching Features Offered with Line Side Ports Only																									
		All Available Vertical Features			UEPPX	UEPVF	2.17	0	0																		

Unbundled Network Elements
GEORGIA

CATEGORY	NOTES	UNBUNDLED NETWORK ELEMENT	Interim	Zone	BCS	USOC	RATES (\$)						OSS RATES (\$)							
							Nonrecurring			Nonrecurring			Svc Order Submitted Elec per LSR	Svc Order Submitted Monthly per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l		
							Rec	First	Add'l	First	Add'l	SOMEc							SOMAN	SOMAN
UNBUNDLED LOCAL EXCHANGE SWITCHING(PORTS)																				
		2-WIRE VOICE GRADE LINE PORT RATES (RES)																		
		All Available Vertical Features			UEPSR	UEPVF	0	0	0					18.94	8.42					
		2-WIRE VOICE GRADE LINE PORT RATES (BUS)																		
		All Available Vertical Features			UEPSB	UEPVF	0	0	0					18.94	8.42					
		EXCHANGE PORT RATES (2-WIRE ISDN - RES)																		
		All Available Vertical Features			UEPTX	UEPVF	0	0	0											
		EXCHANGE PORT RATES (2-WIRE ISDN - BUS)																		
		All Available Vertical Features			UEPSX	UEPVF	0	0	0											
		EXCHANGE PORT RATES (2-WIRE PBX - RES)																		
		All Available Vertical Features			UEPSE	UEPVF	0	0	0					18.94	8.42					
		EXCHANGE PORT RATES (2-WIRE PBX - BUS)																		
		All Available Vertical Features			UEPSP	UEPVF	0	0	0					18.94	8.42					
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																				
		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.																		
		2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)																		
		All Available Vertical Features			UEPRX	UEPVF	0	0	0					33.67	7.88					
		2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)																		
		All Available Vertical Features			UEPBX	UEPVF	0	0	0					33.67	7.88					
		2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES - PBX)																		
		All Available Vertical Features			UEPRG	UEPVF	0	0	0					33.67	7.88					
		2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)																		
		All Available Vertical Features			UEPPX	UEPVF	0	0	0					33.67	7.88					
		2-WIRE ISDN DIGITAL GRADE LOOP WITH 2-WIRE ISDN DIGITAL LINE SIDE PORT (RES)																		
		All Vertical Features - One per Channel B User Profile			UEPPR	UEPVF	0	0	0					19.99	19.99	0.42				20
		2-WIRE ISDN DIGITAL GRADE LOOP WITH 2-WIRE ISDN DIGITAL LINE SIDE PORT (RES)																		
		All Vertical Features - One per Channel B User Profile			UEPPB	UEPVF	0	0	0					19.99	19.99	0.42				20
		Exchange Ports Associated with 4-Wire DS1 Loop with Channelization with Port FEATURES - Vertical and Optional																		
		Local Switching Features Offered with Line Side Ports Only																		
		All Available Vertical Features			UEPPX	UEPVF	0	0	0					19.99						

Unbundled Network Elements
LOUISIANA

CATEGORY	NOTES	UNBUNDLED NETWORK ELEMENT	Interim	Zone	BCS	USOC	RATES (\$)					OSS RATES (\$)																									
							Nonrecurring			Nonrecurring		Svc Order Submitted Elec. per LSR	Svc Order Submitted Manual, per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc. 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc. Add'l																				
							Rec	First	Add'l	First	Add'l							SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN														
UNBUNDLED LOCAL EXCHANGE SWITCHING(PORTS)																																					
2-WIRE VOICE GRADE LINE PORT RATES (RES)																																					
		All Available Vertical Features			UEPSR	UEPVF	3.08	0	0						18.14	8.06	10.39																				
2-WIRE VOICE GRADE LINE PORT RATES (BUS)																																					
		All Available Vertical Features			UEPSB	UEPVF	3.08	0	0						18.14	8.06	10.39																				
EXCHANGE PORT RATES (2-WIRE ISDN - RES)																																					
		All Available Vertical Features			UEPTX	UEPVF	3.08	0	0																												
EXCHANGE PORT RATES (2-WIRE ISDN - BUS)																																					
		All Available Vertical Features			UEPSX	UEPVF	3.08	0	0																												
EXCHANGE PORT RATES (2-WIRE PBX - RES)																																					
		All Available Vertical Features			UEPSE	UEPVF	3.08	0	0						18.14	8.06	8.94																				
EXCHANGE PORT RATES (2-WIRE PBX - BUS)																																					
		All Available Vertical Features			UEPSP	UEPVF	3.08	0	0						18.14	8.06	8.94																				
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																																					
		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.																																			
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)																																					
		All Available Vertical Features			UEPRX	UEPVF	3.08	0	0						31.92	7.32																					
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)																																					
		All Available Vertical Features			UEPBX	UEPVF	3.08	0	0						31.92	7.32																					
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES - PBX)																																					
		All Available Vertical Features			UEPRG	UEPVF	3.08	0	0						31.92	7.32																					
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)																																					
		All Available Vertical Features			UEPPX	UEPVF	3.08	0	0						31.92	7.32																					
2-WIRE ISDN DIGITAL GRADE LOOP WITH 2-WIRE ISDN DIGITAL LINE SIDE PORT (RES)																																					
		All Vertical Features - One per Channel B User Profile			UEPPR	UEPVF	3.08	0	0						19.99	19.99	0.42	20																			
2-WIRE ISDN DIGITAL GRADE LOOP WITH 2-WIRE ISDN DIGITAL LINE SIDE PORT (RES)																																					
		All Vertical Features - One per Channel B User Profile			UEPPB	UEPVF	3.08	0	0						19.99	19.99	0.42	20																			
Exchange Ports Associated with 4-Wire DS1 Loop with Channelization with Port FEATURES - Vertical and Optional Local Switching Features Offered with Line Side Ports Only																																					
		All Available Vertical Features			UEPPX	UEPVF	3.08	0	0						19.99																						

Unbundled Network Elements
MISSISSIPPI

CATEGORY	NOTES	UNBUNDLED NETWORK ELEMENT	Interm	Zone	BCS	USOC	RATES (\$)					OSS RATES (\$)											
							Nonrecurring			Nonrecurring		Svc Order Submitted Elec per LSR	Svc Order Submitted Monthly per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disct 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disct Add'l						
							Rec	First	Add'l	First	Add'l							SOMECH	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL EXCHANGE SWITCHING(PORTS)																							
		2-WIRE VOICE GRADE LINE PORT RATES (RES)																					
		All Available Vertical Features			UEPSR	UEPVF	3.21	0	0				25.52	11.34	16.06								
		2-WIRE VOICE GRADE LINE PORT RATES (BUS)																					
		All Available Vertical Features			UEPSB	UEPVF	3.21	0	0				25.52	11.34	16.06								
		EXCHANGE PORT RATES (2-WIRE ISDN - RES)																					
		All Available Vertical Features			UEPTX	UEPVF	3.21	0	0														
		EXCHANGE PORT RATES (2-WIRE ISDN - BUS)																					
		All Available Vertical Features			UEPSX	UEPVF	3.21	0	0														
		EXCHANGE PORT RATES (2-WIRE PBX - RES)																					
		All Available Vertical Features			UEPSE	UEPVF	3.21	0	0				25.52	11.34	16.06								
		EXCHANGE PORT RATES (2-WIRE PBX - BUS)																					
		All Available Vertical Features			UEPSP	UEPVF	3.21	0	0				25.52	11.34	16.06								
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																							
		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.																					
		2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)																					
		All Available Vertical Features			UEPRX	UEPVF	3.21	0	0				43.52	9.99									
		2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)																					
		All Available Vertical Features			UEPBX	UEPVF	3.21	0	0				43.52	9.99									
		2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES - PBX)																					
		All Available Vertical Features			UEPRG	UEPVF	3.21	0	0				43.52	9.99									
		2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)																					
		All Available Vertical Features			UEPPX	UEPVF	3.21	0	0				43.52	9.99									
		2-WIRE ISDN DIGITAL GRADE LOOP WITH 2-WIRE ISDN DIGITAL LINE SIDE PORT (RES)																					
		All Vertical Features - One per Channel B User Profile			UEPPR	UEPVF	3.21	0	0				19.99	19.99	0.42	20							
		2-WIRE ISDN DIGITAL GRADE LOOP WITH 2-WIRE ISDN DIGITAL LINE SIDE PORT (RES)																					
		All Vertical Features - One per Channel B User Profile			UEPPB	UEPVF	3.21	0	0				19.99	19.99	0.42	20							
		Exchange Ports Associated with 4-Wire DS1 Loop with Channelization with Port FEATURES - Vertical and Optional																					
		Local Switching Features Offered with Line Side Ports Only																					
		All Available Vertical Features			UEPPX	UEPVF	3.21	0	0				19.99										

Unbundled Network Elements
NORTH CAROLINA

CATEGORY	NOTES	UNBUNDLED NETWORK ELEMENT	Interim	Zone	BCS	USOC	RATES (\$)					OSS RATES (\$)											
							Nonrecurring			Nonrecurring Disconnect		SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN						
							Rec	First	Add'l	First	Add'l												
UNBUNDLED LOCAL EXCHANGE SWITCHING(PORTS)																							
		2-WIRE VOICE GRADE LINE PORT RATES (RES)																					
		All Available Vertical Features			UEPSR	UEPVF	2.92	0	0							26.94	12.76						
		2-WIRE VOICE GRADE LINE PORT RATES (BUS)																					
		All Available Vertical Features			UEPSB	UEPVF	2.92	0	0							26.94	12.76						
		EXCHANGE PORT RATES (2-WIRE ISDN - RES)																					
		All Available Vertical Features			UEPTX	UEPVF	2.92	0	0														
		EXCHANGE PORT RATES (2-WIRE ISDN - BUS)																					
		All Available Vertical Features			UEPSX	UEPVF	2.92	0	0														
		EXCHANGE PORT RATES (2-WIRE PBX - RES)																					
		All Available Vertical Features			UEPSE	UEPVF	2.92	0	0							26.94	12.76						
		EXCHANGE PORT RATES (2-WIRE PBX - BUS)																					
		All Available Vertical Features			UEPSP	UEPVF	2.92	0	0							26.94	12.76						
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																							
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.																							
		2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)																					
		All Available Vertical Features			UEPRX	UEPVF	2.92	0	0							40.18	9.45						
		2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)																					
		All Available Vertical Features			UEPBX	UEPVF	2.92	0	0							40.18	9.45						
		2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES - PBX)																					
		All Available Vertical Features			UEPRG	UEPVF	2.92	0	0							40.18	9.45						
		2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)																					
		All Available Vertical Features			UEPPX	UEPVF	2.92	0	0							40.18	9.45						
		2-WIRE ISDN DIGITAL GRADE LOOP WITH 2-WIRE ISDN DIGITAL LINE SIDE PORT (RES)																					
		All Vertical Features - One per Channel B User Profile			UEPPR	UEPVF	2.92	0	0							19.99	19.99	0.42	20				
		2-WIRE ISDN DIGITAL GRADE LOOP WITH 2-WIRE ISDN DIGITAL LINE SIDE PORT (RES)																					
		All Vertical Features - One per Channel B User Profile			UEPPB	UEPVF	2.92	0	0							19.99	19.99	0.42	20				
		Exchange Ports Associated with 4-Wire DS1 Loop with Channelization with Port FEATURES - Vertical and Optional																					
		Local Switching Features Offered with Line Side Ports Only																					
		All Available Vertical Features			UEPPX	UEPVF	2.92	0	0							19.99							

Unbundled Network Elements
SOUTH CAROLINA

CATEGORY	NOTES	UNBUNDLED NETWORK ELEMENT	Interim	Zone	BCS	USOC	RATES (\$)					OSS RATES (\$)															
							Nonrecurring			Nonrecurring Disconnect		SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN										
							Rec	First	Add'l	First	Add'l																
UNBUNDLED LOCAL EXCHANGE SWITCHING(PORTS)																											
		2-WIRE VOICE GRADE LINE PORT RATES (RES)																									
		All Available Vertical Features			UEPSR	UEPVF	3.04	0	0								44.42	14.63									
		2-WIRE VOICE GRADE LINE PORT RATES (BUS)																									
		All Available Vertical Features			UEPSB	UEPVF	3.04	0	0								44.42	14.63									
		EXCHANGE PORT RATES (2-WIRE ISDN - RES)																									
		All Available Vertical Features			UEPTX	UEPVF	3.04	0	0								67.52	67.52									
		EXCHANGE PORT RATES (2-WIRE ISDN - BUS)																									
		All Available Vertical Features			UEPSX	UEPVF	3.04	0	0								67.52	67.52									
		EXCHANGE PORT RATES (2-WIRE PBX - RES)																									
		All Available Vertical Features			UEPSE	UEPVF	3.04	0	0								41.86	14.46									
		EXCHANGE PORT RATES (2-WIRE PBX - BUS)																									
		All Available Vertical Features			UEPSP	UEPVF	3.04	0	0								41.86	14.46									
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																											
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.																											
		2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)																									
		All Available Vertical Features			UEPRX	UEPVF	3.04	0	0								43.19	9.91									
		2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)																									
		All Available Vertical Features			UEPBX	UEPVF	3.04	0	0								43.19	9.91									
		2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES - PBX)																									
		All Available Vertical Features			UEPRG	UEPVF	3.04	0	0								43.19	9.91									
		2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)																									
		All Available Vertical Features			UEPPX	UEPVF	3.04	0	0								43.19	9.91									
		2-WIRE ISDN DIGITAL GRADE LOOP WITH 2-WIRE ISDN DIGITAL LINE SIDE PORT (RES)																									
		All Vertical Features - One per Channel B User Profile			UEPPR	UEPVF	3.04	0	0								19.99	19.99	0.42	20							
		2-WIRE ISDN DIGITAL GRADE LOOP WITH 2-WIRE ISDN DIGITAL LINE SIDE PORT (RES)																									
		All Vertical Features - One per Channel B User Profile			UEPPB	UEPVF	3.04	0	0								19.99	19.99	0.42	20							
		Exchange Ports Associated with 4-Wire DS1 Loop with Channelization with Port FEATURES - Vertical and Optional Local Switching Features Offered with Line Side Ports Only																									
		All Available Vertical Features			UEPPX	UEPVF	3.04	0	0								19.99										

Unbundled Network Elements
TENNESSEE

CATEGORY	NOTES	UNBUNDLED NETWORK ELEMENT	Interim	Zone	BCS	USOC	RATES (\$)					OSS RATES (\$)													
							Nonrecurring			Nonrecurring Disconnect		SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN								
							Rec	First	Add'l	First	Add'l														
UNBUNDLED LOCAL EXCHANGE SWITCHING(PORTS)																									
		2-WIRE VOICE GRADE LINE PORT RATES (RES)																							
		All Available Vertical Features			UEPSR	UEPVF	0	0	0				20.35	10.54	13.32	1.40									
		2-WIRE VOICE GRADE LINE PORT RATES (BUS)																							
		All Available Vertical Features			UEPSB	UEPVF	0	0	0				20.35	10.54	13.32	1.40									
		EXCHANGE PORT RATES (2-WIRE ISDN - RES)																							
		All Available Vertical Features			UEPTX	UEPVF	0	0	0				41.43	42.17	9.8	9.80									
		EXCHANGE PORT RATES (2-WIRE ISDN - BUS)																							
		All Available Vertical Features			UEPSX	UEPVF	0	0	0				41.43	42.17	9.8	9.80									
		EXCHANGE PORT RATES (2-WIRE PBX - RES)																							
		All Available Vertical Features			UEPSE	UEPVF	0	0	0				20.35	10.54	13.32	1.40									
		EXCHANGE PORT RATES (2-WIRE PBX - BUS)																							
		All Available Vertical Features			UEPSP	UEPVF	0	0	0				20.35	10.54	13.32	1.40									
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																									
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.																									
		2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)																							
		All Available Vertical Features			UEPRX	UEPVF	0	0	0				30.89	7.03											
		2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)																							
		All Available Vertical Features			UEPBX	UEPVF	0	0	0				30.89	7.03											
		2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES - PBX)																							
		All Available Vertical Features			UEPRG	UEPVF	0	0	0				30.89	7.03											
		2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)																							
		All Available Vertical Features			UEPPX	UEPVF	0	0	0				30.89	7.03											
		2-WIRE ISDN DIGITAL GRADE LOOP WITH 2-WIRE ISDN DIGITAL LINE SIDE PORT (RES)																							
		All Vertical Features - One per Channel B User Profile			UEPPR	UEPVF	0	0	0				19.99	19.99	0.42	20									
		2-WIRE ISDN DIGITAL GRADE LOOP WITH 2-WIRE ISDN DIGITAL LINE SIDE PORT (RES)																							
		All Vertical Features - One per Channel B User Profile			UEPPB	UEPVF	0	0	0				19.99	19.99	0.42	20									
		Exchange Ports Associated with 4-Wire DS1 Loop with Channelization with Port FEATURES - Vertical and Optional Local Switching Features Offered with Line Side Ports Only																							
		All Available Vertical Features			UEPPX	UEPVF	0	0	0				19.99												