

ORIGINAL

BELLSOUTH

BellSouth Telecommunications, Inc.

Suite 400
150 South Monroe Street
Tallahassee, FL 32301-1556

marshall.criser@bellsouth.com

Marshall M. Criser III

Vice President
Regulatory & External Affairs

850 224 7798
Fax 850 224 5073

August 19, 2002

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

RECEIVED - FPSC
02 AUG 19 PM 4:39
COMMISSION
CLERK

020903-TP

Re: Approval of Amendment to the Amendment to the Interconnection, Unbundling, Resale, and Collocation Agreement Negotiated by BellSouth Telecommunications, Inc. ("BellSouth") and The Other Phone Company d/b/a Access One Communications AND Talk America, 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 The Other Phone Company d/b/a Access One Communications AND Talk America, Inc. 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 The Other Phone Company d/b/a Access One Communications AND Talk America, Inc.. The initial agreement between the companies was filed in FPSC Docket No. 020713-TP,

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 The Other Phone Company d/b/a Access One Communications AND Talk America, 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 agree 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 November 17, 2002.

Very truly yours,

Marshall M. Criser III
Regulatory Vice President (UA)

RECEIVED & FILED

FPSC-BUREAU OF RECORDS

DOCUMENT NUMBER - DATE

08731 AUG 19 02

FPSC-COMMISSION CLERK

ORIGINAL

**Amendment to the
Interconnection Agreement Between
BellSouth Telecommunications, Inc.
and
The Other Phone Company, Inc. d/b/a Access One Communications,
The Other Phone Company, Inc. d/b/a Talk America Inc. (NOT in Florida), and
Talk America Inc.**

This agreement (the "Amendment") is made and entered into between BellSouth Telecommunications, Inc. ("BellSouth"), a Georgia corporation, and The Other Phone Company, Inc. d/b/a Access One Communication, a Florida corporation, The Other Phone Company, Inc. d/b/a Talk America Inc. (NOT in Florida), a Florida corporation, and Talk America Inc., a Pennsylvania corporation ("collectively referred to as "Talk America"). This Amendment may refer to either BellSouth or Talk America or both as a "Party" or "Parties".

WHEREAS, BellSouth and Talk America wish to amend the interconnection agreement effective on June 12, 2002 (the "Agreement");

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 Talk America hereby covenant and agree as follows:

1. The Unbundled Remote Call Forwarding rates contained in Exhibit B of Attachment 2 are hereby deleted in their entirety and replaced by the Unbundled Remote Call Forwarding rates contained in Exhibit 1 of this Amendment, incorporated herein by this reference.
2. The Parties agree that all of the other provisions of the Agreement, dated June 12, 2002, shall remain in full force and effect.
3. The Parties further agree that either or both of the Parties is authorized to submit this Amendment to the North Carolina Public Utilities Commission or other 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 date indicated below.

**The Other Phone Company, Inc. d/b/a
Access One Communication,
The Other Phone Company, Inc. d/b/a
Talk America Inc. (NOT in Florida), and
Talk America Inc.**

BellSouth Telecommunications, Inc.

War Brandle
Signature

Chris Boltz
Signature

WARREN BRASSELE
Name

Chris Boltz
Name

SENIOR V.P. OPERATIONS
Title

Managing Director
Title

8/1/02
Date

8/5/02
Date

UNBUNDLED NETWORK ELEMENTS - Alabama										Exhibit B of Attachment 2 of the Agreement											
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l						
						Rec	Nonrecurring		Nonrecurring Disconnect							OSS Rates(\$)					
							First	Add'l	First							Add'l	SOMEc	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)																					
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-Recuring																					
	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	UERVJ	1.38	2.38	2.27	1.42	1.33				15.66							
Non-Recuring																					
	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											Exhibit B of Attachment 2 of the Agreement									
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	OSS Rates(\$)							
													Rec	Nonrecurring		Nonrecurring Disconnect		SOMEc	SOMAN	SOMAN
The "Zone" shown in the sections for stand-alone loops or loops as part of a combination refers to Geographically Deactivated UNE Zones. To view Geographically Deactivated 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)																				
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, InterLATA - 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-Recuring																				
	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, InterLATA - 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-Recuring																				
	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										Exhibit B of Attachment 2 of the Agreement					
CATEGORY	RATE ELEMENTS	Interm	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
						Rec	Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First						
										SOME C	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 Deleveraged UNE Zones. To view Geographically Deleveraged UNE Zone Designations by Central Office, refer to Internet Website: http://www.interconnection.bellsouth.com/become_a_client.html/interconnection.htm															
UNBUNDLED LOCAL EXCHANGE SWITCHING(PORTS)															
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-Recuring															
	Unbundled Remote Call Forwarding Service - Conversion - Switch-as-is			UEPVR	USAC2		2.01	0.31				33.67	7.88	11.17	3.91
	Unbundled Remote Call Forwarding Service - Conversion with allowed change (PIC and LPIC)			UEPVR	USACC		2.01	0.31							
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 Exception Local Calling			UEPVB	UERVJ	1.85	17.16	17.16				18.94	8.42		
Non-Recuring															
	Unbundled Remote Call Forwarding Service - Conversion - Switch-as-is			UEPVB	USAC2		2.01	0.31				33.67	7.88	11.17	3.91
	Unbundled Remote Call Forwarding Service - Conversion with allowed change (PIC and LPIC)			UEPVB	USACC		2.01	0.31							

UNBUNDLED NETWORK ELEMENTS - Kentucky										Exhibit B of Attachment 2 of the Agreement														
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- Add'l	Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l	OSS Rates(\$)											
													Rec	Nonrecurring First	Nonrecurring Add'l	Nonrecurring First	Nonrecurring Add'l	SOME C	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)																								
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 - Switch-ee-is			UEPVR	USAC2		0.10	0.10				7.86												
	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	1.49	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 Exception Local Calling			UEPVB	UERVJ	1.49	3.74	3.63				7.86												
Non-Recurring																								
	Unbundled Remote Call Forwarding Service - Conversion - Switch-ee-is			UEPVB	USAC2		0.10	0.10				7.86												
	Unbundled Remote Call Forwarding Service - Conversion with allowed change (PIC and LPIC)			UEPVB	USACC		0.10	0.10																

UNBUNDLED NETWORK ELEMENTS - Louisiana

CATEGORY	RATE ELEMENTS	Inter m	Zone	BCS	USOC	RATES(\$)						Exhibit B of Attachment 2 of the Agreement					
						Rec	Nonrecurring		Nonrecurring Disconnect		Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	
							First	Add'l	First	Add'l							SOME C
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/becomes_a_elec/html/interconnection.htm																	
UNBUNDLED LOCAL EXCHANGE SWITCHING(PORTS)																	
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, IntraLATA - 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, IntraLATA - 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										Exhibit B of Attachment 2 of the Agreement			
CATEGORY	RATE ELEMENTS	Intdm	Zone	BCS	USOC	RATES(\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	
													Rec
						First	Add'l	First	Add'l	SOME C	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)													
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, InterLATA - Res			UEPVR	UERTE	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-Recuring													
	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, InterLATA - Bus			UEPVB	UERTE	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-Recuring													
	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										Exhibit B of Attachment 2 of the Agreement					
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	Incremental Charge - Manual Svc Order vs. Electronic- Add'l	Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l
						Rec	Nonrecurring		Nonrecurring Disconnect						
						First	Add'l	First	Add'l	SOMEC	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/became_a_clec/html/interconnection.htm															
UNBUNDLED LOCAL EXCHANGE SWITCHING(PORTS)															
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-Recuring															
	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	UERVJ	2.19	21.60	21.60				26.94	12.76		
Non-Recuring															
	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										Exhibit B of Attachment 2 of the Agreement									
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- Add'l	Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l				
						Rec	Nonrecurring		Nonrecurring Disconnect							OSS Rates(\$)			
										First	Add'l	First	Add'l	SOME C	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 Deactivated UNE Zones. To view Geographically Deactivated UNE Zone Designations by Central Office, refer to Internet Website: http://www.interconnection.be/south.com/become_a_ciaz/main/interconnection.htm																			
UNBUNDLED LOCAL EXCHANGE SWITCHING(PORTS)																			
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										Exhibit B of Attachment 2 of the Agreement						
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)			Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l		
						Rec	Nonrecurring First	Add'l							Nonrecurring Disconnect First	Add'l
											SOMEC	SOMAH	SOMAH	SOMAH	SOMAH	SOMAH
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_cic/html/interconnection.htm																
UNBUNDLED LOCAL EXCHANGE SWITCHING(PORTS)																
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, InterLATA - 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 - Switch-as-is			UEPVR	USAC2		1.03	0.29				20.35	10.54	13.32	1.40	
	Unbundled Remote Call Forwarding Service - Conversion with allowed change (PIC and LPIC)			UEPVR	USACC		1.03	0.29								
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, InterLATA - 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			UEPVB	USAC2		1.03	0.29				20.35	10.54	13.32	1.40	
	Unbundled Remote Call Forwarding Service - Conversion with allowed change (PIC and LPIC)			UEPVB	USACC		1.03	0.29								