

ORIGINAL

040499-TP
BELLSOUTH

BellSouth Telecommunications, Inc.
Regulatory & External Affairs
150 South Monroe Street
Suite 400
Tallahassee, FL 32301-1556

marshall.criser@bellsouth.com

Marshall M. Criser III
Vice President
Regulatory & External Affairs

840 224 7798
Fax 850 224 5073

RECEIVED AT 00
MAY 25 PM 4:32
COMMISSION
CLERK

May 25, 2004

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

Re: Approval of Two Amendments to the Interconnection, Unbundling, Resale and Collocation Agreement between BellSouth Telecommunications, Inc. ("BellSouth") and Xspedius Management Co. Switched Services, LLC d/b/a Xspedius Communications

Dear Mrs. Bayo:

Please find enclosed for filing and approval, the original and two copies of BellSouth Telecommunications, Inc.'s Two Amendments to Interconnection, Unbundling, Resale and Collocation Agreement with Xspedius Management Co. Switched Services, LLC d/b/a Xspedius Communications.

If you have any questions, please do not hesitate to call Robyn Holland at (850) 222-9380.

Very truly yours,

Marshall M. Criser, III
Regulatory Vice President *RA*

RECEIVED & FILED

DR

FPSC-BUREAU OF RECORDS

DOCUMENT NUMBER-DATE

05980 MAY 25 03

FPSC-COMMISSION CLERK

**Amendment to the Agreement
Between
Xspedius Management Co., LLC
and
BellSouth Telecommunications, Inc.
Dated December 30, 2002**

Pursuant to this Amendment, (the "Amendment"), Xspedius Management Co., LLC (Xspedius), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated December 30, 2002 ("Agreement") to be effective thirty (30) calendar days after the date of the last signature executing the Amendment.

WHEREAS, BellSouth and Xspedius entered into the Agreement on December 30, 2002, and;

WHEREAS, BellSouth and Xspedius 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 to add the following language to Attachment 2 as Section 10.7.4.7:

10.7.4.7 On/Off Premises Extensions and Different Premises Addresses working with 2-wire voice grade port, voice grade Loop, 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. The Parties agree to add to the rates in Exhibit C of Attachment 2, the rates set forth in Exhibit 1 of this Amendment, attached hereto and incorporated herein by this reference.
3. All of the other provisions of the Agreement, dated December 30, 2002, shall remain in full force and effect.
4. 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.

07/15/03

[CCCS Amendment 1 of 11]

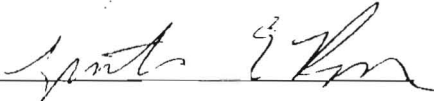
DOCUMENT NUMBER-DATE

05980 MAY 25 03


FPSC-COMMISSION CLERK

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: 5/11/04

Xspedius Management Co., LLC

By: 
Name: James C. Fabrey
Title: Sr. V.P., Regulatory Affairs
Date: 5/5/04

UNBUNDLED NETWORK ELEMENTS - Alabama											Attachment: 2		Exhibit: C		
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						
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES															
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)														
OFF/ON PREMISES EXTENSION CHANNELS															
	2 Wire Analog Voice Grade Extension Loop - Non-Design		1	UEPRX	UEAEN	12.58	37.81	17.56	23.49	5.30		15.66			
	2 Wire Analog Voice Grade Extension Loop - Non-Design		2	UEPRX	UEAEN	21.05	37.81	17.56	23.49	5.30		15.66			

UNBUNDLED NETWORK ELEMENTS - Florida											Attachment: 2		Exhibit: C									
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	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																						
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)																						
OFF/ON PREMISES EXTENSION CHANNELS																						
	2 Wire Analog Voice Grade Extension Loop - Non-Design		1	UEPRX	UEAEN	10.69	49.57	22.83	25.62	6.57		11.90										
	2 Wire Analog Voice Grade Extension Loop - Non-Design		2	UEPRX	UEAEN	15.20	49.57	22.83	25.62	6.57		11.90										
	2 Wire Analog Voice Grade Extension Loop - Non-Design		3	UEPRX	UEAEN	26.97	49.57	22.83	25.62	6.57		11.90										
	2 Wire Analog Voice Grade Extension Loop - Design		1	UEPRX	UEAED	12.24	135.75	82.47	63.53	12.01		11.90										
	2 Wire Analog Voice Grade Extension Loop - Design		2	UEPRX	UEAED	17.40	135.75	82.47	63.53	12.01		11.90										
	2 Wire Analog Voice Grade Extension Loop - Design		3	UEPRX	UEAED	30.87	135.75	82.47	63.53	12.01		11.90										
INTEROFFICE TRANSPORT																						

UNBUNDLED NETWORK ELEMENTS - Georgia										Attachment: 2		Exhibit: C			
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						
							First	Add'l	First	Add'l	OSS Rates (\$)				
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES															
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)															
OFF/ON PREMISES EXTENSION CHANNELS															
	2 Wire Analog Voice Grade Extension Loop - Non-Design		1	UEPRX	UEAEN	10.24	40.02	9.99	5.61	1.72		11.73			
	2 Wire Analog Voice Grade Extension Loop - Non-Design		2	UEPRX	UEAEN	15.37	40.02	9.99	5.61	1.72		11.73			
	2 Wire Analog Voice Grade Extension Loop - Non-Design		3	UEPRX	UEAEN	30.44	40.02	9.99	5.61	1.72		11.73			
	2 Wire Analog Voice Grade Extension Loop - Design		1	UEPRX	UEAED	11.26	79.85	24.65	18.92	7.87		11.73			
	2 Wire Analog Voice Grade Extension Loop - Design		2	UEPRX	UEAED	16.43	79.85	24.65	18.92	7.87		11.73			
	2 Wire Analog Voice Grade Extension Loop - Design		3	UEPRX	UEAED	31.49	79.85	24.65	18.92	7.87		11.73			
INTEROFFICE TRANSPORT															

UNBUNDLED NETWORK ELEMENTS - Kentucky										Attachment: 2		Exhibit: C			
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						
							First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES															
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)														
	OFF/ON PREMISES EXTENSION CHANNELS														
	2 Wire Analog Voice Grade Extension Loop - Non-Design		1	UEPRX	UEAEN	10.56	46.66	22.57	26.65	7.65		7.86			
	2 Wire Analog Voice Grade Extension Loop - Non-Design		2	UEPRX	UEAEN	15.34	46.66	22.57	26.65	7.65		7.86			
	2 Wire Analog Voice Grade Extension Loop - Non-Design		3	UEPRX	UEAEN	31.11	46.66	22.57	26.65	7.65		7.86			
	2 Wire Analog Voice Grade Extension Loop - Design		1	UEPRX	UEAED	12.67	134.89	81.87	73.65	14.88		7.86			
	2 Wire Analog Voice Grade Extension Loop - Design		2	UEPRX	UEAED	17.45	134.89	81.87	73.65	14.88		7.86			
	2 Wire Analog Voice Grade Extension Loop - Design		3	UEPRX	UEAED	33.22	134.89	81.87	73.65	14.88		7.86			
	INTEROFFICE TRANSPORT														
	Interoffice Transport - Dedicated - 2 Wire Voice Grade - Facility Termination			UEPRX	U1TV2	23.95	98.09	53.67	56.31	22.42		7.86			

UNBUNDLED NETWORK ELEMENTS - Louisiana										Attachment: 2		Exhibit: C			
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						
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES															
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)															
OFF/ON PREMISES EXTENSION CHANNELS															
	2 Wire Analog Voice Grade Extension Loop - Non-Design		1	UEPRX	UEAEN	12.90	36.54	16.87				15.20			
	2 Wire Analog Voice Grade Extension Loop - Non-Design		2	UEPRX	UEAEN	23.33	36.54	16.87				15.20			
	2 Wire Analog Voice Grade Extension Loop - Non-Design		3	UEPRX	UEAEN	48.43	36.54	16.87				15.20			
	2 Wire Analog Voice Grade Extension Loop - Design		1	UEPRX	UEAED	14.93	102.10	65.72				15.20			
	2 Wire Analog Voice Grade Extension Loop - Design		2	UEPRX	UEAED	25.35	102.10	65.72				15.20			
	2 Wire Analog Voice Grade Extension Loop - Design		3	UEPRX	UEAED	50.46	102.10	65.72				15.20			
INTEROFFICE TRANSPORT															

UNBUNDLED NETWORK ELEMENTS - Mississippi											Attachment: 2		Exhibit: C		
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						
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES															
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)														
OFF/ON PREMISES EXTENSION CHANNELS															
	2 Wire Analog Voice Grade Extension Loop - Non-Design		1	UEPRX	UEAEN	12.03	37.92	17.55	23.48	5.25		15.75			
	2 Wire Analog Voice Grade Extension Loop - Non-Design		2	UEPRX	UEAEN	16.87	37.92	17.55	23.48	5.25		15.75			
	2 Wire Analog Voice Grade Extension Loop - Non-Design		3	UEPRX	UEAEN	25.68	37.92	17.55	23.48	5.25		15.75			
	2 Wire Analog Voice Grade Extension Loop - Non-Design		4	UEPRX	UEAEN	43.85	37.92	17.55	23.48	5.25		15.75			
	2 Wire Analog Voice Grade Extension Loop - Design		1	UEPRX	UEAED	13.89	105.96	68.28	52.82	10.37		15.75			
	2 Wire Analog Voice Grade Extension Loop - Design		2	UEPRX	UEAED	18.75	105.96	68.28	52.82	10.37		15.75			
	2 Wire Analog Voice Grade Extension Loop - Design		3	UEPRX	UEAED	27.55	105.96	68.28	52.82	10.37		15.75			

UNBUNDLED NETWORK ELEMENTS - North Carolina										Attachment: 2		Exhibit: C				
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	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)																
OFF/ON PREMISES EXTENSION CHANNELS																
	2 Wire Analog Voice Grade Extension Loop - Non-Design		1	UEPRX	UEAEN	12.11	57.99	42.37				26.94	12.76	0.00	0.00	
	2 Wire Analog Voice Grade Extension Loop - Non-Design		2	UEPRX	UEAEN	21.24	57.99	42.37				26.94	12.76	0.00	0.00	
	2 Wire Analog Voice Grade Extension Loop - Non-Design		3	UEPRX	UEAEN	33.65	57.99	42.37				26.94	12.76	0.00	0.00	
	2 Wire Analog Voice Grade Extension Loop - Design		1	UEPRX	UEAED	14.97	142.97	106.56				26.94	12.76	0.00	0.00	
	2 Wire Analog Voice Grade Extension Loop - Design		2	UEPRX	UEAED	25.93	142.97	106.56				26.94	12.76	0.00	0.00	
	2 Wire Analog Voice Grade Extension Loop - Design		3	UEPRX	UEAED	40.81	142.97	106.56				26.94	12.76	0.00	0.00	
INTEROFFICE TRANSPORT																

UNBUNDLED NETWORK ELEMENTS - South Carolina										Attachment: 2		Exhibit: C			
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						
							First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES															
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)															
OFF/ON PREMISES EXTENSION CHANNELS															
	2 Wire Analog Voice Grade Extension Loop - Non-Design		1	UEPRX	UEAEN	14.94	37.92	17.62	23.56	5.32		15.69			
	2 Wire Analog Voice Grade Extension Loop - Non-Design		2	UEPRX	UEAEN	21.39	37.92	17.62	23.56	5.32		15.69			
	2 Wire Analog Voice Grade Extension Loop - Non-Design		3	UEPRX	UEAEN	26.72	37.92	17.62	23.56	5.32		15.69			
	2 Wire Analog Voice Grade Extension Loop - Design		1	UEPRX	UEAED	16.68	105.98	68.43	53.05	10.61		15.69			
	2 Wire Analog Voice Grade Extension Loop - Design		2	UEPRX	UEAED	23.13	105.98	68.43	53.05	10.61		15.69			
	2 Wire Analog Voice Grade Extension Loop - Design		3	UEPRX	UEAED	28.46	105.98	68.43	53.05	10.61		15.69			
INTEROFFICE TRANSPORT															

UNBUNDLED NETWORK ELEMENTS - Tennessee

CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)					Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 2		Exhibit: C	
						Rec	Nonrecurring First	Add'l	Nonrecurring Disconnect				Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
									First	Add'l						
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)																
OFF/ON PREMISES EXTENSION CHANNELS																
	2 Wire Analog Voice Grade Extension Loop - Non-Design		1	UEPRX	UEAEN	13.19	31.99	20.02	10.65	1.41			20.35	10.54	13.32	13.32
	2 Wire Analog Voice Grade Extension Loop - Non-Design		2	UEPRX	UEAEN	17.23	31.99	20.02	10.65	1.41			20.35	10.54	13.32	13.32
	2 Wire Analog Voice Grade Extension Loop - Non-Design		3	UEPRX	UEAEN	22.53	31.99	20.02	10.65	1.41			20.35	10.54	13.32	13.32
	2 Wire Analog Voice Grade Extension Loop - Design		1	UEPRX	UEAED	16.56	75.06	48.20	28.70	17.64			20.35	10.54	13.32	13.32
	2 Wire Analog Voice Grade Extension Loop - Design		2	UEPRX	UEAED	21.63	75.06	48.20	28.70	17.64			20.35	10.54	13.32	13.32
	2 Wire Analog Voice Grade Extension Loop - Design		3	UEPRX	UEAED	28.28	75.06	48.20	28.70	17.64			20.35	10.54	13.32	13.32
INTEROFFICE TRANSPORT																

Amendment to the Agreement

Between

Xspedius Management Co. Switched Services, LLC, Xspedius Management Co. of Birmingham, LLC, Xspedius Management Co. of Mobile, LLC, Xspedius Management Co. of Montgomery, LLC, Xspedius Management Co. of Jacksonville, LLC, Xspedius Management Co. of Atlanta, LLC, Xspedius Management Co. of Lexington, LLC, Xspedius Management Co. of Louisville, LLC, Xspedius Management Co. of Louisiana, LLC, Xspedius Management Co. of Baton Rouge, LLC, Xspedius Management Co. of Shreveport, LLC, Xspedius Management Co. of Jackson, LLC, Xspedius Management Co. of Charleston, LLC, Xspedius Management Co. of Columbia, LLC, Xspedius Management Co. of Greenville, LLC, Xspedius Management Co. of Spartanburg, LLC, Xspedius Management Co. of Chattanooga, LLC

and

BellSouth Telecommunications, Inc.

Dated December 30, 2002

Pursuant to this Amendment, (the "Amendment"), Xspedius Management Co. Switched Services, LLC, Xspedius Management Co. of Birmingham, LLC, Xspedius Management Co. of Mobile, LLC, Xspedius Management Co. of Montgomery, LLC, Xspedius Management Co. of Jacksonville, LLC, Xspedius Management Co. of Atlanta, LLC, Xspedius Management Co. of Lexington, LLC, Xspedius Management Co. of Louisville, LLC, Xspedius Management Co. of Louisiana, LLC, Xspedius Management Co. of Baton Rouge, LLC, Xspedius Management Co. of Shreveport, LLC, Xspedius Management Co. of Jackson, LLC, Xspedius Management Co. of Charleston, LLC, Xspedius Management Co. of Columbia, LLC, Xspedius Management Co. of Greenville, LLC, Xspedius Management Co. of Spartanburg, LLC, Xspedius Management Co. of Chattanooga, LLC ("Xspedius"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated December 30, 2002 ("Agreement") to be effective thirty (30) calendar days after the date of the last signature executing the Amendment.

WHEREAS, BellSouth and Xspedius entered into the Agreement on December 30, 2002, and;

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

1. The parties agree to add the following provision to Attachment 2, Section 9 and the associated rates as set forth in Exhibit 1 of this Amendment, attached hereto and incorporated herein by this reference.

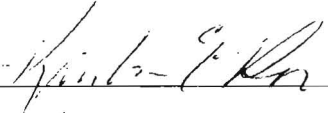
9.5 Where Xspedius utilizes portions of the BellSouth network in originating or terminating traffic, the Tandem Switching rates are applied in call scenarios where the Tandem Switching Network Element has been utilized. Because switch recordings cannot accurately indicate on a per call basis when the Tandem Switching Network Element has been utilized for an interoffice call originating from a UNE port and terminating to a BellSouth, Independent Company or Facility-Based CLEC office, BellSouth has developed, based upon call studies, a

melded rate that takes into account the average percentage of calls that utilize Tandem Switching in these scenarios. BellSouth shall apply the melded Tandem Switching rate for every call in these scenarios. BellSouth shall utilize the melded Tandem Switching Rate until BellSouth has the capability to measure actual Tandem Switch usage in each call scenario specifically mentioned above, at which point the rate for the actual Tandem Switch usage shall apply. The UNE Call Flows set forth on BellSouth's website, as amended from time to time and incorporated herein by this reference, illustrate when the full or melded Tandem Switching rates apply for specific scenarios.


2. All of the other provisions of the Agreement, dated December 30, 2002, shall remain in full force and effect.
3. 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: 5/11/04

Xspedius Management Co., LLC

By: 
Name: JAMES C. FULVEY
Title: Sr. V.P., Regulatory Affairs
Date: 5/5/04

UNBUNDLED NETWORK ELEMENTS - Alabama											Attachment: 2		Exhibit: C			
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	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	
UNBUNDLED LOCAL SWITCHING, PORT USAGE																
	Tandem Switching (Port Usage) (Local or Access Tandem)															
	Tandem Switching Function Per MOU (Melded)					0.000040993										
	Tandem Trunk Port - Shared, Per MOU (Melded)					0.000086947										
	Melded Factor: 43.15% of the Tandem Rate															

UNBUNDLED NETWORK ELEMENTS - Florida										Attachment: 2		Exhibit: C			
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						
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE															
	Tandem Switching (Port Usage) (Local or Access Tandem)														
	Tandem Switching Function Per MOU (Melded)					0.000027185									
	Tandem Trunk Port - Shared, Per MOU (Melded)					0.000048434									
	Melded Factor: 20.61% of the Tandem Rate														

UNBUNDLED NETWORK ELEMENTS - Georgia											Attachment: 2		Exhibit: C			
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
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE																
Tandem Switching (Port Usage) (Local or Access Tandem)																
	Tandem Switching Function Per MOU (Melded)					0.000017904										
	Tandem Trunk Port - Shared, Per MOU (Melded)					0.00002868										
	Melded Factor: 18.42% of the Tandem Rate															

UNBUNDLED NETWORK ELEMENTS - Kentucky										Attachment: 2		Exhibit: C			
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						
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE															
	Tandem Switching (Port Usage) (Local or Access Tandem)														
	Tandem Switching Function Per MOU (Melded)					0.000094381									
	Tandem Trunk Port - Shared, Per MOU (Melded)					0.000117538									
	Melded Factor: 48.65% of the Tandem Rate														

UNBUNDLED NETWORK ELEMENTS - Louisiana										Attachment: 2		Exhibit: C			
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						
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE															
	Tandem Switching (Port Usage) (Local or Access Tandem)														
	Tandem Switching Function Per MOU (Melded)					0.000035296									
	Tandem Trunk Port - Shared, Per MOU (Melded)					0.000073438									
	Melded Factor: 33.05% of the Tandem Rate														

UNBUNDLED NETWORK ELEMENTS - Mississippi										Attachment: 2		Exhibit: C			
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						
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE															
	Tandem Switching (Port Usage) (Local or Access Tandem)														
	Tandem Switching Function Per MOU (Melded)					0.000063441									
	Tandem Trunk Port - Shared, Per MOU (Melded)					0.000067307									
	Melded Factor: 36.82% of the Tandem Rate														

UNBUNDLED NETWORK ELEMENTS - North Carolina										Attachment: 2		Exhibit: C			
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		SOME C	SOMAN	OSS Rates (\$)		
							First	Add'l	First	Add'l			SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE															
	Tandem Switching (Port Usage) (Local or Access Tandem)														
	Tandem Switching Function Per MOU (Melded)					0.00024618									
	Tandem Trunk Port - Shared, Per MOU (Melded)					0.00012309									
	Melded Factor: 41.03% of the Tandem Rate														

UNBUNDLED NETWORK ELEMENTS - South Carolina											Attachment: 2		Exhibit: C			
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	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	
UNBUNDLED LOCAL SWITCHING, PORT USAGE																
	Tandem Switching (Port Usage) (Local or Access Tandem)															
	Tandem Switching Function Per MOU (Melded)					0.00004951										
	Tandem Trunk Port - Shared Per MOU (Melded)					0.000086749										
	Melded Factor: 30.30% of the Tandem Rate															

UNBUNDLED NETWORK ELEMENTS - Tennessee										Attachment: 2		Exhibit: C			
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						
							First	Add'l	First	Add'l	SOMECS	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE															
	Tandem Switching (Port Usage) (Local or Access Tandem)														
	Tandem Switching Function Per MOU					0.0009778									
	Tandem Switching Function Per MOU (Melded)					0.000380364									
	Melded Factor: 38.90% of the Tandem Rate														