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March 16, 2005

Ms. Beth Salak
Director Of Competitive Markets and Enforcement
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0850

Dear Ms. Salak:

Pursuant to Florida Statute 364.051, enclosed is a package filing modifying the end date of the 1Q05 BellSouth MegaLink Mileage Improvement Promotion.

<i>General Subscriber Services Tariff</i>	
A2.10	- First Revised Page 33.85
	- First Revised Page 33.86
B2.7	- First Revised Page 71.70
	- First Revised Page 71.71

The issue and effective dates for this tariff package are March 16, 2005 and March 31, 2005, respectively. Acknowledgement, date of receipt and authority number of this filing are requested.

Your consideration and approval will be appreciated.

Yours very truly,

Marshall M. Criser III mrs

Regulatory Vice President

Attachments

PROMOTION DESCRIPTION

(FL2005-041)

1Q05 BellSouth MegaLink Mileage Improvement Promotion End Date Modification

OVERVIEW OF PROMOTION:

In accordance with the appropriate section of the General Subscriber Services Tariff and/or the Private Line Services Tariff, BellSouth plans the following promotion that begins on or after January 1, 2005 and ends March 31, 2005. This promotion offers new and existing eligible Business Subscribers who sign term election agreements waived non-recurring charges and bill credits applicable toward mileage sensitive digital local loop charges. Complete details of this promotion are outlined below.

Services Included in this Promotion:

1. BellSouth MegaLink service
2. BellSouth MegaLink Channel service

PROMOTION SPECIFICS:

1. This promotion is available to new and existing Business Subscribers who meet all the eligibility requirements for this promotion defined below.
2. This promotion is limited to Subscribers with fifty thousand dollars (\$50,000) or less per month in MegaLink total billing.
3. This promotion is limited to Subscribers with forty thousand dollars (\$40,000) or more per year in total spend for BellSouth services.
4. Subscribers currently spending more than forty thousand dollars (\$40,000) per year total spend for BellSouth services must purchase a new Point-to-Point BellSouth MegaLink or Channelized MegaLink circuit by signing a term agreement between January 1, 2005 and March 31, 2005 in order to participate in this promotion. Following this promotion window, Subscribers are not allowed to enroll in this promotion or receive promotion rewards. This promotion is available for resale for the duration of this enrollment period.
5. Subscribers who purchase BellSouth MegaLink service or BellSouth MegaLink Channel service by signing a twenty-four (24) month or greater term election agreement will receive the following benefit(s):
 - a. Waiver of installation charges
 - b. Bill credits applicable toward mileage-sensitive Digital local loop charges as follows:
 - Discounted to \$75/month for first ½ mile of service*
 - Discounted to \$10/month for each additional ½ mile of service*
6. This waiver of nonrecurring charges applies to the following: Digital Local Channel, Inter-Office Channel, Voice Equivalent Channels, Feature Activation and Network Access Registers, and Service Establishment and Premise Visit.
7. Existing Channelized MegaLink or Point-to-Point Subscribers who purchase additional circuits at the time of renewal of their contract will also be eligible for this promotion.
8. Promotion rewards will appear as a credit in the Other Charges & Credits section of the Subscriber's bill in a subsequent billing period, usually within one (1) to two (2) billing cycles.

PROMOTION RESTRICTIONS/ELIGIBILITY REQUIREMENTS:

1. This promotion can only be combined with Key Customer or BellSouth Winning Rewards programs.
2. This promotion is only available to Subscribers where BellSouth offers service and where facilities are available.
3. There is a limit of one (1) reward on the same account, at the same address, and in the same name.
4. Existing contracts may not be re-negotiated in order to receive this promotion unless the Subscriber is within six (6) months or less of current contract expiration.
5. BellSouth reserves the right to modify this promotion at any time following any required Commission notice. Notice of such changes to participants will be included in standard promotion communications, including, but not limited to, letters, emails, or faxes.
6. BellSouth reserves the right to terminate this promotion at any time following any required Commission notice.

*Entire circuit at both ends must be in BellSouth territory

A2. GENERAL REGULATIONS

A2.10 Special Promotions (Cont'd)

A2.10.2 Descriptions (Cont'd)

A. The following promotions are on file with the Commission: (Cont'd)

Area of Promotion	Service	Charges Waived	Period Authority
BellSouth's Service Territory -- From Central Offices where services are available	1Q05 BellSouth MegaLink Mileage Improvement Promotion	--BellSouth plans the following promotion that begins January 1, 2005 and ends March 31 , 2005. This promotion offers new and existing Subscribers who sign term election agreements waived non-recurring installation charges and bill credits applicable toward mileage sensitive digital local loop charges. Complete details of this promotion are outlined below.	01/01/2005 to 03/31/2005

PROMOTION SPECIFICS:

--This promotion is available to new and existing Business Subscribers who meet all the eligibility requirements for this promotion defined below.

--This promotion is limited to Subscribers with fifty thousand dollars (\$50,000) or less per month in MegaLink total billing.

-- This promotion is limited to Subscribers with forty thousand dollars (\$40,000) per year or more in total spend for BellSouth services.

--Subscriber must purchase a new Point-to-Point BellSouth MegaLink or Channelized MegaLink circuit by signing a term agreement between January 1, 2005 and **March 31**, 2005 in order to participate in this promotion. Following this promotion window, Subscribers are not allowed to enroll in this promotion or receive promotion rewards.

--Subscribers who purchase BellSouth MegaLink service or Channelized MegaLink service by signing a twenty-four (24) month or greater term agreement will receive the following benefit(s):

1. Waiver of the non-recurring installation charges (specifics mentioned below)
2. Bill credits applicable toward mileage-sensitive digital local loop charges as follows:
 - Discount to seventy-five dollars per month (\$75/month) for first ½ mile of service (entire circuit at both ends must be in BellSouth territory)
 - Discount to ten dollars per month (\$10/month) for each additional ½ mile of service (entire circuit at both ends must be in BellSouth territory)

--The waiver of non-recurring installation charges applies to the following: Digital Local Channel, Inter-Office Channel, Voice Equivalent Channels, Feature Activation, and Network Access Registers (NARs), and Service Establishment and Premise Visit.

--Existing Channelized MegaLink or Point-to-Point Subscribers who purchase additional circuits at the time of renewal of their contract will also be eligible for this promotion.

--Promotion rewards will appear as a credit in the Other Charges & Credits section of the Subscriber's bill in a subsequent billing period, usually within one (1) to two (2) billing cycles.

PROMOTION RESTRICTIONS:

--This promotion can only be combined with BellSouth Key Customer or BellSouth Winning Rewards programs

--This promotion is only available to customers where BellSouth offers service and where facilities are available.

A2. GENERAL REGULATIONS

A2.10 Special Promotions (Cont'd)

A2.10.2 Descriptions (Cont'd)

A. The following promotions are on file with the Commission: (Cont'd)

Area of Promotion	Service	Charges Waived	Period Authority
BellSouth's Service Territory	1Q05 BellSouth MegaLink Mileage	PROMOTION RESTRICTIONS: (Cont'd)	01/01/2005 (C)
-- From Central Offices where services are available	Improvement Promotion (Cont'd)	-- Applicable taxes and fees will be based on the full retail price of all products and services. No taxes or fees will be added to the amount of any reward under this program. -- There is a limit of one (1) reward on the same account, at the same address, and in the same name -- Existing contracts may not be re-negotiated in order to receive this promotion unless the Subscriber is within six (6) months or less of current contract expiration. -- BellSouth reserves the right to modify this promotion at any time following any required Commission notice. Notice of such changes to participants will be included in standard promotion communications, including but not limited to letters, emails, or faxes. -- BellSouth reserves the right to terminate this promotion at any time following any required Commission notice. -- Should the Subscriber terminate the service purchased under this agreement before the term expires for reasons other than BellSouth's material breach, the Subscriber shall reimburse BellSouth for the installation charges that were waived for the affected services as part of this promotion and shall pay any other applicable termination charges as described in A2.4.10 of BellSouth's Tariff. This charge will appear on the Subscriber's final bill as a charge in the Other Charges & Credits section.	to 03/31/2005

B2. REGULATIONS

B2.7 Special Promotions (Cont'd)

B2.7.2 Descriptions (Cont'd)

A. The following promotions are on file with the Commission: (Cont'd)

Area of Promotion	Service	Charges Waived	Period Authority
BellSouth's Service Territory	1Q05 BellSouth MegaLink Mileage Improvement Promotion	--BellSouth plans the following promotion that begins January 1, 2005 and ends March 31 , 2005. This promotion offers new and existing Subscribers who sign term election agreements waived non-recurring installation charges and bill credits applicable toward mileage sensitive digital local loop charges. Complete details of this promotion are outlined below.	01/01/2005 to 03/31/2005 (C)

PROMOTION SPECIFICS:

--This promotion is available to new and existing Business Subscribers who meet all the eligibility requirements for this promotion defined below.

--This promotion is limited to Subscribers with fifty thousand dollars (\$50,000) or less per month in MegaLink total billing.

-- This promotion is limited to Subscribers with forty thousand dollars (\$40,000) per year or more in total spend for BellSouth services.

--Subscriber must purchase a new Point-to-Point BellSouth MegaLink or Channelized MegaLink circuit by signing a term agreement between January 1, 2005 and **March 31**, 2005 in order to participate in this promotion. Following this promotion window, Subscribers are not allowed to enroll in this promotion or receive promotion rewards. (C)

--Subscribers who purchase BellSouth MegaLink service or Channelized MegaLink service by signing a twenty-four (24) month or greater term agreement will receive the following benefit(s):

1. Waiver of the non-recurring installation charges (specifics mentioned below)
2. Bill credits applicable toward mileage-sensitive digital local loop charges as follows:
 - Discount to seventy-five dollars per month (\$75/month) for first ½ mile of service (entire circuit at both ends must be in BellSouth territory)
 - Discount to ten dollars per month (\$10/month) for each additional ½ mile of service (entire circuit at both ends must be in BellSouth territory)

--The waiver of non-recurring installation charges applies to the following: Digital Local Channel, Inter-Office Channel, Voice Equivalent Channels, Feature Activation, and Network Access Registers (NARs), and Service Establishment and Premise Visit.

--Existing Channelized MegaLink or Point-to-Point Subscribers who purchase additional circuits at the time of renewal of their contract will also be eligible for this promotion.

--Promotion rewards will appear as a credit in the Other Charges & Credits section of the Subscriber's bill in a subsequent billing period, usually within one (1) to two (2) billing cycles.

PROMOTION RESTRICTIONS:

--This promotion can only be combined with BellSouth Key Customer or BellSouth Winning Rewards programs

--This promotion is only available to customers where BellSouth offers service and where facilities are available.

B2. REGULATIONS

B2.7 Special Promotions (Cont'd)

B2.7.2 Descriptions (Cont'd)

A. The following promotions are on file with the Commission: (Cont'd)

Area of Promotion	Service	Charges Waived	Period Authority
BellSouth's Service Territory	1Q05 BellSouth MegaLink Mileage	PROMOTION RESTRICTIONS: (Cont'd)	01/01/2005 (C)
-- From Central Offices where services are available	Improvement Promotion (Cont'd)	-- Applicable taxes and fees will be based on the full retail price of all products and services. No taxes or fees will be added to the amount of any reward under this program. -- There is a limit of one (1) reward on the same account, at the same address, and in the same name --Existing contracts may not be re-negotiated in order to receive this promotion unless the Subscriber is within six (6) months or less of current contract expiration. -- BellSouth reserves the right to modify this promotion at any time following any required Commission notice. Notice of such changes to participants will be included in standard promotion communications, including but not limited to letters, emails, or faxes. -- BellSouth reserves the right to terminate this promotion at any time following any required Commission notice. -- Should the Subscriber terminate the service purchased under this agreement before the term expires for reasons other than BellSouth's material breach, the Subscriber shall reimburse BellSouth for the installation charges that were waived for the affected services as part of this promotion and shall pay any other applicable termination charges as described in A2.4.10 of BellSouth's Tariff. This charge will appear on the Subscriber's final bill as a charge in the Other Charges & Credits section.	to 03/31/2005

A2. GENERAL REGULATIONS

A2.10 Special Promotions (Cont'd)

A2.10.2 Descriptions (Cont'd)

A. The following promotions are on file with the Commission: (Cont'd)

Area of Promotion	Service	Charges Waived	Period Authority	
BellSouth's Service Territory	1Q05 BellSouth MegaLink Mileage Improvement Promotion	--BellSouth plans the following promotion that begins January 1, 2005 and ends June 29 <u>March 31</u> , 2005. This promotion offers new and existing Subscribers who sign term election agreements waived non-recurring installation charges and bill credits applicable toward mileage sensitive digital local loop charges. Complete details of this promotion are outlined below.	01/01/2005 to 06/29/2005 <u>03/31/2005</u>	(C)

PROMOTION SPECIFICS:

--This promotion is available to new and existing Business Subscribers who meet all the eligibility requirements for this promotion defined below.

--This promotion is limited to Subscribers with fifty thousand dollars (\$50,000) or less per month in MegaLink total billing.

-- This promotion is limited to Subscribers with forty thousand dollars (\$40,000) per year or more in total spend for BellSouth services.

--Subscriber must purchase a new Point-to-Point BellSouth MegaLink or Channelized MegaLink circuit by signing a term agreement between January 1, 2005 and ~~June 29~~ March 31,

2005 in order to participate in this promotion. Following this promotion window, Subscribers are not allowed to enroll in this promotion or receive promotion rewards.

--Subscribers who purchase BellSouth MegaLink service or Channelized MegaLink service by signing a twenty-four (24) month or greater term agreement will receive the following benefit(s):

1. Waiver of the non-recurring installation charges (specifics mentioned below)
2. Bill credits applicable toward mileage-sensitive digital local loop charges as follows:
 - Discount to seventy-five dollars per month (\$75/month) for first ½ mile of service (entire circuit at both ends must be in BellSouth territory)
 - Discount to ten dollars per month (\$10/month) for each additional ½ mile of service (entire circuit at both ends must be in BellSouth territory)

--The waiver of non-recurring installation charges applies to the following: Digital Local Channel, Inter-Office Channel, Voice Equivalent Channels, Feature Activation, and Network Access Registers (NARs), and Service Establishment and Premise Visit.

--Existing Channelized MegaLink or Point-to-Point Subscribers who purchase additional circuits at the time of renewal of their contract will also be eligible for this promotion.

--Promotion rewards will appear as a credit in the Other Charges & Credits section of the Subscriber's bill in a subsequent billing period, usually within one (1) to two (2) billing cycles.

PROMOTION RESTRICTIONS:

--This promotion can only be combined with BellSouth Key Customer or BellSouth Winning Rewards programs

--This promotion is only available to customers where BellSouth offers service and where facilities are available.

ISSUED: ~~December 17, 2004~~ March 16, 2005
BY: Joseph P. Lacher, President -FL
Miami, Florida

EFFECTIVE: ~~January 1~~ March 31, 2005

A2. GENERAL REGULATIONS

A2.10 Special Promotions (Cont'd)

A2.10.2 Descriptions (Cont'd)

A. The following promotions are on file with the Commission: (Cont'd)

Area of Promotion	Service	Charges Waived	Period Authority	
BellSouth's Service Territory	1Q05 BellSouth MegaLink Mileage Improvement Promotion (Cont'd)	PROMOTION RESTRICTIONS: (Cont'd)	01/01/2005	(C)
-- From Central Offices where services are available		-- Applicable taxes and fees will be based on the full retail price of all products and services. No taxes or fees will be added to the amount of any reward under this program.	to <u>03/31/2005</u>	
		-- There is a limit of one (1) reward on the same account, at the same address, and in the same name	<u>06/29/2005</u>	
		-- Existing contracts may not be re-negotiated in order to receive this promotion unless the Subscriber is within six (6) months or less of current contract expiration.		
		-- BellSouth reserves the right to modify this promotion at any time following any required Commission notice. Notice of such changes to participants will be included in standard promotion communications, including but not limited to letters, emails, or faxes.		
		-- BellSouth reserves the right to terminate this promotion at any time following any required Commission notice.		
		-- Should the Subscriber terminate the service purchased under this agreement before the term expires for reasons other than BellSouth's material breach, the Subscriber shall reimburse BellSouth for the installation charges that were waived for the affected services as part of this promotion and shall pay any other applicable termination charges as described in A2.4.10 of BellSouth's Tariff. This charge will appear on the Subscriber's final bill as a charge in the Other Charges & Credits section.		

B2. REGULATIONS

B2.7 Special Promotions (Cont'd)

B2.7.2 Descriptions (Cont'd)

A. The following promotions are on file with the Commission: (Cont'd)

Area of Promotion	Service	Charges Waived	Period Authority
BellSouth's Service Territory	1Q05 BellSouth MegaLink Mileage Improvement Promotion	--BellSouth plans the following promotion that begins January 1, 2005 and ends <u>March 31</u> June 29 , 2005. This promotion offers new and existing Subscribers who sign term election agreements waived non-recurring installation charges and bill credits applicable toward mileage sensitive digital local loop charges. Complete details of this promotion are outlined below.	01/01/2005 to 06/29/2005 <u>03/31/2005</u>

PROMOTION SPECIFICS:

--This promotion is available to new and existing Business Subscribers who meet all the eligibility requirements for this promotion defined below.

--This promotion is limited to Subscribers with fifty thousand dollars (\$50,000) or less per month in MegaLink total billing.

-- This promotion is limited to Subscribers with forty thousand dollars (\$40,000) per year or more in total spend for BellSouth services.

--Subscriber must purchase a new Point-to-Point BellSouth MegaLink or Channelized MegaLink circuit by signing a term agreement between January 1, 2005 and March 31 ~~June 29~~, 2005 in order to participate in this promotion. Following this promotion window, Subscribers are not allowed to enroll in this promotion or receive promotion rewards.

--Subscribers who purchase BellSouth MegaLink service or Channelized MegaLink service by signing a twenty-four (24) month or greater term agreement will receive the following benefit(s):

1. Waiver of the non-recurring installation charges (specifics mentioned below)
2. Bill credits applicable toward mileage-sensitive digital local loop charges as follows:
 - Discount to seventy-five dollars per month (\$75/month) for first ½ mile of service (entire circuit at both ends must be in BellSouth territory)
 - Discount to ten dollars per month (\$10/month) for each additional ½ mile of service (entire circuit at both ends must be in BellSouth territory)

--The waiver of non-recurring installation charges applies to the following: Digital Local Channel, Inter-Office Channel, Voice Equivalent Channels, Feature Activation, and Network Access Registers (NARs), and Service Establishment and Premise Visit.

--Existing Channelized MegaLink or Point-to-Point Subscribers who purchase additional circuits at the time of renewal of their contract will also be eligible for this promotion.

--Promotion rewards will appear as a credit in the Other Charges & Credits section of the Subscriber's bill in a subsequent billing period, usually within one (1) to two (2) billing cycles.

PROMOTION RESTRICTIONS:

--This promotion can only be combined with BellSouth Key Customer or BellSouth Winning Rewards programs

--This promotion is only available to customers where BellSouth offers service and where facilities are available.

ISSUED: ~~December 17, 2004~~ March 16, 2005

EFFECTIVE: ~~January 1~~ March 31, 2005, 2005

BY: Joseph P. Lacher, President -FL
Miami, Florida

B2. REGULATIONS

B2.7 Special Promotions (Cont'd)

B2.7.2 Descriptions (Cont'd)

A. The following promotions are on file with the Commission: (Cont'd)

Area of Promotion	Service	Charges Waived	Period Authority
BellSouth's Service Territory	1Q05 BellSouth MegaLink Mileage	PROMOTION RESTRICTIONS: (Cont'd)	01/01/2005
-- From Central Offices where services are available	Improvement Promotion (Cont'd)	-- Applicable taxes and fees will be based on the full retail price of all products and services. No taxes or fees will be added to the amount of any reward under this program. -- There is a limit of one (1) reward on the same account, at the same address, and in the same name -- Existing contracts may not be re-negotiated in order to receive this promotion unless the Subscriber is within six (6) months or less of current contract expiration. -- BellSouth reserves the right to modify this promotion at any time following any required Commission notice. Notice of such changes to participants will be included in standard promotion communications, including but not limited to letters, emails, or faxes. -- BellSouth reserves the right to terminate this promotion at any time following any required Commission notice. -- Should the Subscriber terminate the service purchased under this agreement before the term expires for reasons other than BellSouth's material breach, the Subscriber shall reimburse BellSouth for the installation charges that were waived for the affected services as part of this promotion and shall pay any other applicable termination charges as described in A2.4.10 of BellSouth's Tariff. This charge will appear on the Subscriber's final bill as a charge in the Other Charges & Credits section.	06/29/2005 to <u>03/31/2005</u> (C)