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BellSouth Telecommunications, Inc. 850 224-7798
Suite 400 Fax 850 224-5073
150 South Monroe Street
Tallahassee, Florida 32301-1556

Marshall M. Criser III
Regulatory Vice President

RECORDS AND
REPORTING

April 24, 2000

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

000486-TP

Re: Approval of an Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. ("BellSouth") and Allegiance Telecom of Florida, 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 Allegiance Telecom of Florida, 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 Allegiance Telecom of Florida, Inc. The Commission approved the initial agreement between the companies in Order No. 99-2071-FOF-TP issued October 21, 1999 in Docket 991555-TP.

Pursuant to section 252(e) of the Act, the Commission is charged with approving or rejecting the negotiated agreement between BellSouth and Allegiance Telecom of Florida, Inc. within 90 days of its submission. The Act provides that the Commission may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity. Both parties aver that neither of these reasons exist as to the agreement they have negotiated and therefore, are very hopeful that the Commission shall approve their agreement.

Very truly yours,

Marshall M. Criser III
Regulatory Vice President
(22)

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[Signature]
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DOCUMENT NUMBER-DATE

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FPSC-RECORDS/REPORTING

ATTACHMENT TO TRANSMITTAL LETTER

The Agreement entered into by and between Allegiance Telecom of Florida, Inc. and BellSouth Telecommunications, Inc., dated 03/29/2000, for the state(s) of Florida consists of the following:

ITEM	NO. PAGES
Title Page	5
Exhibit A	3
Exhibit B	2
TOTAL	10

**AMENDMENT NO. 3
TO THE
AGREEMENT BETWEEN
ALLEGIANCE TELECOM OF FLORIDA, INC. AND
BELLSOUTH TELECOMMUNICATIONS, INC.
DATED AUGUST 20, 1999**

Pursuant to this Amendment (the "Amendment"), Allegiance Telecom of Florida, Inc. ("Allegiance"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated August 20, 1999 ("Agreement").

WHEREAS, BellSouth and Allegiance entered into an Interconnection Agreement on August 20, 1999, 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. Enhanced Extended Link

1.1 Where facilities permit and where necessary to comply with an effective FCC and/or State Commission order, BellSouth shall offer access to the Enhanced Extended Link ("EEL") as defined in Section 1.3 below.

1.2 Definitions

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

1.2.2 BellSouth will provide access to the Enhanced Extended Link ("EEL") in the combinations set forth in 1.3 following. This offering is intended to provide connectivity from an end user's location through that end user's SWC and then connected to the Allegiance's POP serving wire center. The circuit must be connected to the Allegiance's circuit switch for the purpose of provisioning circuit switched telephone exchange service to the Allegiance's end-user customers. This can be done either in the collocation space at the POP SWC, or by using BellSouth's access facilities between the Allegiance's POP and Allegiance's collocation space at the POP SWC.

1.2.3 BellSouth shall provide combinations of loops and transport to Allegiance in Georgia regardless of whether or not such combinations of loops and transport are Currently Combined. Other combinations of network elements that are not Currently Combined but that BellSouth ordinarily combines in its network shall be made available to Allegiance in Georgia in accordance with Section 1.5.1.3 below. In all other states, BellSouth shall make available to Allegiance those EEL combinations and transport described in Section 1.3 below only to the extent such combinations of loop and transport network elements are Currently Combined. BellSouth will

make available combinations of loops and transport network elements in Density Zone 1, as defined in 47 C.F.R 69.123 as of January 1, 1999, of the Miami, Orlando, Fort Lauderdale, Charlotte, New Orleans, Greensboro and Nashville MSAs to Allegiance if Allegiance's customer has four (4) or more DS0 equivalent lines. Except as stated above, other combinations of network elements will be provided to Allegiance only to the extent such network elements are Currently Combined.

1.2.4 Additionally, there may be instances wherein Allegiance will require multiplexing functionality. BellSouth will provide access to multiplexing within the central office pursuant to the terms, conditions and rates set forth in its Access Services Tariffs when the customer utilizes special access interoffice facilities. Multiplexing will be provided pursuant to the Agreement when unbundled network elements are used for interoffice transport.

1.3 EEL Combinations

- 2-wire voice grade extended loop with DS1 Dedicated Interoffice Transport;
- 4-wire voice grade extended loop with DS1 Dedicated Interoffice Transport;
- 4-wire 56 or 64 kbps extended digital loop with Dedicated DS1 Interoffice Transport;
- Extended 2-wire VG Dedicated Local Channel with Dedicated DS1 Interoffice Transport;
- Extended 4-wire VG Dedicated Local Channel with Dedicated DS1 Interoffice Transport;
- Extended 4-wire DS1 Digital Loop with Dedicated DS1 Interoffice Transport
- Extended 4-wire DS1 Digital Loop with Dedicated DS3 Interoffice Transport; and
- Extended DS1 Dedicated Local Channel with Dedicated DS3 Interoffice Transport.

1.4 Special Access Service Conversions

Allegiance may not convert special access services to combinations of network elements, whether or not Allegiance self-provides its entrance facilities (or obtains entrance facilities from a third party), unless Allegiance uses the combination to provide a significant amount of local exchange service, in addition to exchange access service, to a particular customer. To the extent Allegiance converts its special access services to combinations of network elements at UNE prices, Allegiance, hereby, certifies that it is providing a significant amount of local exchange service over such combinations. BellSouth may at its sole discretion audit Allegiance records in order to verify the type of traffic being transmitted over combinations of loop and transport network elements. If, based on its audits, BellSouth concludes that Allegiance is not providing a significant amount of local exchange traffic over the combinations of network elements, BellSouth may file a complaint with the appropriate Commission, pursuant to the dispute resolution process as set forth in the Interconnection Agreement. In the event that BellSouth prevails, BellSouth may convert such combinations of network elements to special access services and may seek appropriate retroactive reimbursement from Allegiance.

1.4.1 EEL combinations for DS1 level and above will be available only when Allegiance provides at least one third of the end user's local traffic over the facility

provided. In addition, on the DS1 loop portion of the combination, at least fifty (50) percent of the activated channels must have at least five (5) percent local voice traffic individually and, for the entire DS1 facility, at least ten (10) percent of the traffic must be local voice traffic.

1.4.2 When combinations of loop and transport network elements include multiplexing, each of the individual DS1 circuits must meet the above criteria.

1.5 Rates

1.5.2 Florida

1.5.2.1 Subject to Section 1.2.3 preceding, for all other states, the non-recurring and recurring rates for the Currently Combined EEL combinations set forth in Section 1.3 and other Currently Combined loop and transport network elements will be the sum of the non-recurring and recurring rates for the individual network elements unless otherwise negotiated by the parties.

2. Port/Loop Combinations

2.1 At Allegiance's request, BellSouth shall provide access to combinations of port and loop network elements, as set forth in Section 2.4 below, that are currently combined in BellSouth's network except as specified in Sections 2.1.1 and 2.1.2 below.

2.1.1 BellSouth is not required to provide access to combinations of port and loop network elements in locations where BellSouth is not required to provide circuit switching.

2.1.2 BellSouth is not required to provide circuit switching in Density Zone 1, as defined in 47 C.F.R. 69.123 as of January 1, 1999, of the Atlanta, Miami, Orlando, Fort Lauderdale, Charlotte, New Orleans, Greensboro and Nashville MSAs to Allegiance if Allegiance's customer has 4 or more DS0 equivalent lines.

2.2 Definition

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

2.2.2 Combinations of port and loop network elements provide local exchange service for the origination or termination of calls. Section 2.4 following provides the combinations of port and loop network elements that may be ordered by Allegiance when Currently Combined except in those locations where BellSouth is not required to provide circuit switching, as set forth in Section 2.1.2 above.

2.3 Rates for Combinations of Loop and Port Network Elements

2.3.1 Rates for combinations of loop and port network elements, as set forth in Section 2.4, are provided in Exhibit B of this Amendment.

2.3.2 Rates for Circuit Switching

2.3.2.1 Rates for circuit switching, where BellSouth is not required, pursuant to Section 2.1, to provide circuit switching are as set forth in Exhibit B of this Amendment.

2.4 Combination Offerings

2.4.1 2-wire voice grade port, voice grade loop, virtual cross connect, unbundled end office switching, unbundled end office trunk port, common transport per mile per MOU, common transport facilities termination, tandem switching, and tandem trunk port.

2.4.2 2-wire voice grade DID port, voice grade loop, virtual cross connect, unbundled end office switching, unbundled end office trunk port, common transport per mile per MOU, common transport facilities termination, tandem switching, and tandem trunk port.

2.4.3 2-wire CENTREX port, voice grade loop virtual cross connect, unbundled end office switching, unbundled end office trunk port, common transport per mile per MOU, common transport facilities termination, tandem switching, and tandem trunk port.

2.4.4. 2-wire ISDN Basic Rate Interface, voice grade loop virtual cross connect, unbundled end office switching, unbundled end office trunk port, common transport per mile per MOU, common transport facilities termination, tandem switching, and tandem trunk port.

2.4.5 2-wire ISDN Primary Rate Interface, DS1 loop virtual cross connect, unbundled end office switching, unbundled end office trunk port, common transport per mile per MOU, common transport facilities termination, tandem switching, and tandem trunk port.

2.4.6 4-wire DS1 Trunk port, DS1 Loop virtual cross connect, unbundled end office switching, unbundled end office trunk port, common transport per mile per MOU, common transport facilities termination, tandem switching, and tandem trunk port.

3. The Parties agree to add the following rates to Attachment 11 - Exhibit 2 (FL), Table 1 of their existing Interconnection Agreement:

Local Channel - Dedicated - DS3	
DS3 - per mile per month	\$30.65 ¹
DS3 - Facility Termination - per month	\$598.84 ¹
NRC DS3 - facilities termination - 1 st	\$884.71
NRC DS3 - facilities termination - Add'l	\$552.81
NRC - Incremental Charge - Manual Service Order - 1 st	NA
NRC - Incremental Charge - Manual Service Order - Add'l	NA

4. All of the other provisions of the Agreement, dated August 20, 1999, shall remain in full force and effect.
5. Either or both of the Parties is authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

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

Allegiance Telecom of Florida, Inc.

By: *Robert W. McCausland*

Name: Robert W. McCausland

Title: Vice President

Date: 3-28-00

BellSouth Telecommunications, Inc.

By: *Jerry Hendrix*

Name: Jerry Hendrix

Title: Senior Director

Date: 3/29/00

BELLSOUTH/ALLEGIANCE RATES
UNBUNDLED LOOP/TRANSPORT RATES

DESCRIPTION	USOC	RATES BY STATE									
		AL	FL	GA	KY	LA	MS	NC	SC	TN	
UNBUNDLED LOOP/TRANSPORT COMBINATIONS											
ENHANCED EXTENDED LINK											
2-Wire Voice Grade Extended Loop with DS1 Dedicated Interoffice Transport											
RC - 2 Wire Voice Grade Loop	TBD	Note 1	Note 1	\$17.89	Note 1						
RC - Interoffice Transport - Dedicated - DS1 - Per Mile	TBD	Note 1	Note 1	\$0.3068000	Note 1						
RC - Interoffice Transport - Dedicated - DS1 - Facility Termination	TBD	Note 1	Note 1	\$63.39	Note 1						
RC - Interoffice Transport - Dedicated - DS1 System	TBD	Note 1	Note 1	\$18.23	Note 1						
NRC - 2-Wire Voice Grade Extended Loop/DS1 Interoffice Combination - 1st	TBD	Note 1	Note 1	\$12.97	Note 1						
NRC - 2-Wire Voice Grade Extended Loop/DS1 Interoffice Combination - Add'l	TBD	Note 1	Note 1	\$11.27	Note 1						
NRC - 2-Wire Voice Grade Extended Loop/DS1 Interoffice Combination - Incremental Cost - Manual Svc. Order vs. Electronic - 1st	TBD	Note 1	Note 1	\$45.46	Note 1						
NRC - 2-Wire Voice Grade Extended Loop/DS1 Interoffice Combination - Incremental Cost - Manual Svc. Order vs. Electronic - Add'l	TBD	Note 1	Note 1	\$15.72	Note 1						
RC - Interoffice Transport - Voice Grade Plug-In	TBD	Note 1	Note 1	\$2.20	Note 1						
NRC - 2-Wire Voice Grade Extended Loop/DS1 Interoffice Combination - Disconnect - 1st	TBD	Note 1	Note 1	\$12.61	Note 1						
NRC - 2-Wire Voice Grade Extended Loop/DS1 Interoffice Combination - Disconnect - Add'l	TBD	Note 1	Note 1	\$12.61	Note 1						
4-Wire Voice Grade Extended Loop with DS1 Dedicated Interoffice Transport											
RC - 4 Wire Voice Grade Loop	TBD	Note 1	Note 1	\$26.58	Note 1						
RC - Interoffice Transport - Dedicated - DS1 - Per Mile	TBD	Note 1	Note 1	\$0.3068000	Note 1						
RC - Interoffice Transport - Dedicated - DS1 - Facility Termination	TBD	Note 1	Note 1	\$63.39	Note 1						
RC - Interoffice Transport - Dedicated - DS1 System	TBD	Note 1	Note 1	\$18.23	Note 1						
NRC - 4-Wire Voice Grade Extended Loop/DS1 Interoffice Combination - 1st	TBD	Note 1	Note 1	\$12.97	Note 1						
NRC - 4-Wire Voice Grade Extended Loop/DS1 Interoffice Combination - Add'l	TBD	Note 1	Note 1	\$11.27	Note 1						
NRC - 4-Wire Voice Grade Extended Loop/DS1 Interoffice Combination - Incremental Cost - Manual Svc. Order vs. Electronic - 1st	TBD	Note 1	Note 1	\$45.46	Note 1						
NRC - 4-Wire Voice Grade Extended Loop/DS1 Interoffice Combination - Incremental Cost - Manual Svc. Order vs. Electronic - Add'l	TBD	Note 1	Note 1	\$15.72	Note 1						
RC - Interoffice Transport - Voice Grade Plug-In	TBD	Note 1	Note 1	\$2.67	Note 1						
NRC - 4-Wire Voice Grade Extended Loop/DS1 Interoffice Combination - Disconnect - 1st	TBD	Note 1	Note 1	\$12.61	Note 1						
NRC - 4-Wire Voice Grade Extended Loop/DS1 Interoffice Combination - Disconnect - Add'l	TBD	Note 1	Note 1	\$12.61	Note 1						
4-Wire 56 or 64 KBPS Extended Digital Loop with Dedicated DS1 Interoffice Transport											
RC - 4-Wire 56 or 64 Kbps Digital Grade Loop	TBD	Note 1	Note 1	\$30.72	Note 1						
RC - Interoffice Transport - Dedicated - DS1 - Per Mile	TBD	Note 1	Note 1	\$0.3068000	Note 1						
RC - Interoffice Transport - Dedicated - DS1 - Facility Termination	TBD	Note 1	Note 1	\$63.39	Note 1						
RC - Interoffice Transport - Dedicated - DS1 System	TBD	Note 1	Note 1	\$18.23	Note 1						
NRC - 4-Wire 56 or 64 Kbps Extended Loop/DS1 Interoffice Combination - 1st	TBD	Note 1	Note 1	\$12.97	Note 1						
NRC - 4-Wire 56 or 64 Kbps Extended Loop/DS1 Interoffice Combination - Add'l	TBD	Note 1	Note 1	\$11.27	Note 1						
NRC - 4-Wire 56 or 64 Kbps Extended Loop/DS1 Interoffice Combination - Incremental Cost - Manual Svc. Order vs. Electronic - 1st	TBD	Note 1	Note 1	\$45.46	Note 1						
NRC - 4-Wire 56 or 64 Kbps Extended Loop/DS1 Interoffice Combination - Incremental Cost - Manual Svc. Order vs. Electronic - Add'l	TBD	Note 1	Note 1	\$15.72	Note 1						
RC - Interoffice Transport - Voice Grade Plug-In	TBD	Note 1	Note 1	\$1.06	Note 1						
NRC - 4-Wire 56 or 64 Kbps Extended Loop/DS1 Interoffice Combination - Disconnect - 1st	TBD	Note 1	Note 1	\$12.61	Note 1						
NRC - 4-Wire 56 or 64 Kbps Extended Loop/DS1 Interoffice Combination - Disconnect - Add'l	TBD	Note 1	Note 1	\$12.61	Note 1						
Extended 2-Wire VG Dedicated Local Channel with Dedicated DS1 Interoffice Transport											
RC - Local Channel - Dedicated - 2-Wire Voice Grade	TBD	Note 1	Note 1	\$16.28	Note 1						
RC - Interoffice Transport - Dedicated - DS1 - Per Mile	TBD	Note 1	Note 1	\$0.3068000	Note 1						
RC - Interoffice Transport - Dedicated - DS1 - Facility Termination	TBD	Note 1	Note 1	\$63.39	Note 1						
RC - Interoffice Transport - Dedicated - DS1 System	TBD	Note 1	Note 1	\$18.23	Note 1						
NRC - Extended 2-Wire Voice Grade Dedicated Local Channel/DS1 Interoffice Combination - 1st	TBD	Note 1	Note 1	\$12.97	Note 1						
NRC - Extended 2-Wire Voice Grade Dedicated Local Channel/DS1 Interoffice Combination - Add'l	TBD	Note 1	Note 1	\$11.27	Note 1						
NRC - Extended 2-Wire Voice Grade Dedicated Local Channel/DS1 Interoffice Combination - Incremental Cost - Manual Svc. Order vs. Electronic - 1st	TBD	Note 1	Note 1	\$45.46	Note 1						
NRC - Extended 2-Wire Voice Grade Dedicated Local Channel/DS1 Interoffice Combination - Incremental Cost - Manual Svc. Order vs. Electronic - Add'l	TBD	Note 1	Note 1	\$15.72	Note 1						
RC - Interoffice Transport - Voice Grade Plug-In	TBD	Note 1	Note 1	\$2.20	Note 1						
NRC - Extended 2-Wire Voice Grade Dedicated Local Channel/DS1 Interoffice Combination - Disconnect - 1st	TBD	Note 1	Note 1	\$12.61	Note 1						

BELLSOUTH/ALLEGIANCE RATES
UNBUNDLED LOOP/TRANSPORT RATES

RATES BY STATE

DESCRIPTION	USOC	AL	FL	GA	KY	LA	MS	NC	SC	TN
NRC - Extended 2-Wire Voice Grade Dedicated Local Channel/DS1 Interoffice Combination - Disconnect - Addl	TBD	Note 1	Note 1	\$12.61	Note 1					
Extended 4-Wire VG Dedicated Local Channel with Dedicated DS1 Interoffice Transport		Note 1	Note 1		Note 1					
RC - Local Channel - Dedicated - 4-Wire Voice Grade	TBD	Note 1	Note 1	\$17.18	Note 1					
RC - Interoffice Transport - Dedicated - DS1 - Per Mile	TBD	Note 1	Note 1	\$0.3068000	Note 1					
RC - Interoffice Transport - Dedicated - DS1 - Facility Termination	TBD	Note 1	Note 1	\$63.39	Note 1					
RC - Interoffice Transport - Dedicated - DS1 System	TBD	Note 1	Note 1	\$18.23	Note 1					
NRC - Extended 4-Wire Voice Grade Dedicated Local Channel/DS1 Interoffice Combination - 1st	TBD	Note 1	Note 1	\$12.97	Note 1					
NRC - Extended 4-Wire Voice Grade Dedicated Local Channel/DS1 Interoffice Combination - Addl	TBD	Note 1	Note 1	\$11.27	Note 1					
NRC - Extended 4-Wire Voice Grade Dedicated Local Channel/DS1 Interoffice Combination - Incremental Cost - Manual Svc.Order vs. Electronic - 1st	TBD	Note 1	Note 1	\$45.46	Note 1					
NRC - Extended 4-Wire Voice Grade Dedicated Local Channel/DS1 Interoffice Combination - Incremental Cost - Manual Svc.Order vs. Electronic - Addl	TBD	Note 1	Note 1	\$15.72	Note 1					
RC - Interoffice Transport - Voice Grade Plug-In	TBD	Note 1	Note 1	\$2.67	Note 1					
NRC - Extended 4-Wire Voice Grade Dedicated Local Channel/DS1 Interoffice Combination - Disconnect - 1st	TBD	Note 1	Note 1	\$12.61	Note 1					
NRC - Extended 4-Wire Voice Grade Dedicated Local Channel/DS1 Interoffice Combination - Disconnect - Addl	TBD	Note 1	Note 1	\$12.61	Note 1					
Extended 4-Wire DS1 Digital Loop with Dedicated DS1 Interoffice Transport		Note 1	Note 1		Note 1					
RC - 4-Wire DS1 Digital Loop	TBD	Note 1	Note 1	\$60.88	Note 1					
RC - Interoffice Transport - Dedicated - DS1 - Per Mile	TBD	Note 1	Note 1	\$0.3068000	Note 1					
RC - Interoffice Transport - Dedicated - DS1 - Facility Termination	TBD	Note 1	Note 1	\$63.39	Note 1					
NRC - Extended 4-Wire DS1 Digital Loop/DS1 Interoffice Combination - 1st	TBD	Note 1	Note 1	\$12.97	Note 1					
NRC - Extended 4-Wire DS1 Digital Loop/DS1 Interoffice Combination - Addl	TBD	Note 1	Note 1	\$11.27	Note 1					
NRC - Extended 4-Wire DS1 Digital Loop/DS1 Interoffice Combination - Incremental Cost - Manual Svc.Order vs. Electronic - 1st	TBD	Note 1	Note 1	\$45.46	Note 1					
NRC - Extended 4-Wire DS1 Digital Loop/DS1 Interoffice Combination - Incremental Cost - Manual Svc.Order vs. Electronic - Addl	TBD	Note 1	Note 1	\$15.72	Note 1					
NRC - Extended 4-Wire DS1 Digital Loop/DS1 Interoffice Combination - Disconnect - 1st	TBD	Note 1	Note 1	\$12.61	Note 1					
NRC - Extended 4-Wire DS1 Digital Loop/DS1 Interoffice Combination - Disconnect - Addl	TBD	Note 1	Note 1	\$12.61	Note 1					
Extended 4-Wire DS1 Digital Loop with Dedicated DS3 Interoffice Transport		Note 1	Note 1		Note 1					
RC - 4-Wire DS1 Digital Loop	TBD	Note 1	Note 1	\$60.88	Note 1					
RC - Interoffice Transport - Dedicated - DS3 - Per Mile	TBD	Note 1	Note 1	\$6.46	Note 1					
RC - Interoffice Transport - Dedicated - DS3 - Facility Termination	TBD	Note 1	Note 1	\$771.60	Note 1					
RC - Interoffice Transport - Dedicated - DS3 System	TBD	Note 1	Note 1	\$202.91	Note 1					
NRC - Extended 4-Wire DS1 Digital Loop/DS3 Dedicated IOF Transport - 1st	TBD	Note 1	Note 1	\$12.97	Note 1					
NRC - Extended 4-Wire DS1 Digital Loop/DS3 Dedicated IOF Transport - Addl	TBD	Note 1	Note 1	\$11.27	Note 1					
NRC - Extended 4-Wire DS1 Digital Loop/DS3 Dedicated IOF Transport - Incremental Cost - Manual Svc.Order vs. Electronic - 1st	TBD	Note 1	Note 1	\$45.46	Note 1					
NRC - Extended 4-Wire DS1 Digital Loop/DS3 Dedicated IOF Transport - Incremental Cost - Manual Svc.Order vs. Electronic - Addl	TBD	Note 1	Note 1	\$15.72	Note 1					
RC - Interoffice Transport - DS1 Card or W-DCS port	TBD	Note 1	Note 1	\$0.6670000	Note 1					
NRC - Extended 4-Wire DS1 Digital Loop/DS3 Dedicated IOF Transport - Disconnect - 1st	TBD	Note 1	Note 1	\$12.61	Note 1					
NRC - Extended 4-Wire DS1 Digital Loop/DS3 Dedicated IOF Transport - Disconnect - Addl	TBD	Note 1	Note 1	\$12.61	Note 1					
Extended DS1 Dedicated Local Channel with Dedicated DS3 Interoffice Transport		Note 1	Note 1		Note 1					
RC - Local Channel - Dedicated - DS1	TBD	Note 1	Note 1	\$38.67	Note 1					
RC - Interoffice Transport - Dedicated - DS3 - Per Mile	TBD	Note 1	Note 1	\$6.46	Note 1					
RC - Interoffice Transport - Dedicated - DS3 - Facility Termination	TBD	Note 1	Note 1	\$771.60	Note 1					
RC - Interoffice Transport - Dedicated - DS3 System	TBD	Note 1	Note 1	\$202.91	Note 1					
NRC - Extended 4-Wire DS1 Dedicated Local Channel/DS3 Interoffice Combination - 1st	TBD	Note 1	Note 1	\$12.97	Note 1					
NRC - Extended 4-Wire DS1 Dedicated Local Channel/DS3 Interoffice Combination - Addl	TBD	Note 1	Note 1	\$11.27	Note 1					
NRC - Extended 4-Wire DS1 Dedicated Local Channel/DS3 Interoffice Combination - Incremental Cost - Manual Svc.Order vs. Electronic - 1st	TBD	Note 1	Note 1	\$45.46	Note 1					
NRC - Extended 4-Wire DS1 Dedicated Local Channel/DS3 Interoffice Combination - Incremental Cost - Manual Svc.Order vs. Electronic - Addl	TBD	Note 1	Note 1	\$15.72	Note 1					
RC - Interoffice Transport - DS1 Card or W-DCS port	TBD	Note 1	Note 1	\$0.6670000	Note 1					
NRC - Extended 4-Wire DS1 Dedicated Local Channel/DS3 Interoffice Combination - Disconnect - 1st	TBD	Note 1	Note 1	\$12.61	Note 1					
NRC - Extended 4-Wire DS1 Dedicated Local Channel/DS3 Interoffice Combination - Disconnect - Addl	TBD	Note 1	Note 1	\$12.61	Note 1					

UNBUNDLED LOOP/TRANSPORT COMBINATIONS - NOTES:

BELLSOUTH/ALLEGIANCE RATES
 UNBUNDLED LOOP/TRANSPORT RATES

DESCRIPTION			RATES BY STATE									
			USOC	AL	FL	GA	KY	LA	MS	NC	SC	TN
	†	The rates for currently combined EELs will be the sum of the individual UNE rates, both recurring and nonrecurring, subject to true-up, unless otherwise negotiated by the Parties.										

BELLSOUTH/ALLEGIANCE
UNBUNDLED LOOP/PORT COMBINATION RATES

DESCRIPTION	USOC	RATES BY STATE									
		AL	FL	GA	KY	LA	MS	NC	SC	TN	
UNBUNDLED LOOP COMBINATIONS											
Unbundled Loop/Port Combinations											
UNBUNDLED LOOP BILLING USOC (REQUIRES ONE PER PORT)	UEPLX	This USOC to be used for Unbundled Loop when ordering Loop/Port Combination									
LOCAL NUMBER PORTABILITY (REQUIRES ONE PER PORT)	LNPCX	This USOC to be used for Local Number Portability when ordering Loop/Port Combinations									
Zone 1 / Top 8 MSAs in BellSouth Region											
Currently Combined											
Customers with less than 4 DS0 Equivalent											
2-Wire Voice Grade Loop with 2-Wire Line Port	TBD	NA	NA	\$14.34	NA						
RC - 2-Wire Voice Grade Loop	TBD	Note 1	Note 1	NA	Note 1						
RC - Exchange Port - 2-Wire Line Port	TBD	Note 1	Note 1	NA	Note 1						
NRC - 2-Wire Voice Grade Loop/Line Port Combination - 1st, with change	USACC	\$10.00	\$10.00	\$2.01	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00
NRC - 2-Wire Voice Grade Loop/Line Port Combination - Add1, with change	USACC	\$10.00	\$10.00	\$0.3108000	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00
NRC - 2-Wire Voice Grade Loop/Line Port Combination - 1st, no change	USAC2	\$10.00	\$10.00	\$2.01	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00
NRC - 2-Wire Voice Grade Loop/Line Port Combination - Add1, no change	USAC2	\$10.00	\$10.00	\$0.3108000	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00
NRC - 2-Wire Voice Grade Loop/Line Port Combination - Subsequent	USAS2	\$10.00	\$10.00	A4, GSST	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00
NRC - 2-Wire Voice Grade Loop/Line Port Combination - Incremental Cost - Manual Svc.Order vs. Electronic - 1st	TBD	Note 1	Note 1	\$33.67	Note 1						
NRC - 2-Wire Voice Grade Loop/Line Port Combination - Incremental Cost - Manual Svc.Order vs. Electronic - Add1	TBD	Note 1	Note 1	\$7.88	Note 1						
All Other Loop/Port Combinations	TBD	TBN	TBN	Note 2	TBN						
Customers with 4 or more DS0 Equivalent											
2-Wire Voice Grade Loop with 2-Wire Line Port	TBD	NOTE 3	NOTE 3	NOTE 3	NOTE 3	NOTE 3	NOTE 3	NOTE 3	NOTE 3	NOTE 3	NOTE 3
All Other Loop/Port Combinations	TBD	TBN	TBN	TBN	TBN	TBN	TBN	TBN	TBN	TBN	TBN
Not Currently Combined											
Customers with less than 4 DS0 Equivalent											
2-Wire Voice Grade Loop with 2-Wire Line Port	TBD	NA	NA	\$14.34	NA						
RC - 2-Wire Voice Grade Loop	TBD	TBN	TBN	NC	TBN						
RC - Exchange Port - 2-Wire Line Port	TBD	TBN	TBN	NA	TBN						
NRC - 2-Wire Voice Grade Loop/Line Port Combination - 1st, with change	USACC	TBN	TBN	\$2.01	TBN						
NRC - 2-Wire Voice Grade Loop/Line Port Combination - Add1, with change	USACC	TBN	TBN	\$0.3108000	TBN						
NRC - 2-Wire Voice Grade Loop/Line Port Combination - 1st, no change	USAC2	TBN	TBN	\$2.01	TBN						
NRC - 2-Wire Voice Grade Loop/Line Port Combination - Add1, no change	USAC2	TBN	TBN	\$0.3108000	TBN						
NRC - 2-Wire Voice Grade Loop/Line Port Combination - Subsequent	USASC	TBN	TBN	A4, GSST	TBN						
NRC - 2-Wire Voice Grade Loop/Line Port Combination - Incremental Cost - Manual Svc.Order vs. Electronic - 1st	TBD	TBN	TBN	\$33.67	TBN						
NRC - 2-Wire Voice Grade Loop/Line Port Combination - Incremental Cost - Manual Svc.Order vs. Electronic - Add1	TBD	TBN	TBN	\$7.88	TBN						
All Other Loop/Port Combinations	TBD	TBN	TBN	Note 2	TBN						

BELLSOUTH/ALLEGIANCE
UNBUNDLED LOOP/PORT COMBINATION RATES

DESCRIPTION	USOC	RATES BY STATE									
		AL	FL	GA	KY	LA	MS	NC	SC	TN	
Customers with 4 or more DS0 Equivalent											
2-Wire Voice Grade Loop with 2-Wire Line Port	TBD	NOTE 3	NOTE 3	NOTE 3	NOTE 3	NOTE 3	NOTE 3	NOTE 3	NOTE 3	NOTE 3	NOTE 3
All Other Loop/Port Combinations	TBD	TBN	TBN	TBN	TBN	TBN	TBN	TBN	TBN	TBN	TBN
All other MSAs in BellSouth Region											
Currently Combined											
2-Wire Voice Grade Loop with 2-Wire Line Port	TBD	NA	NA	\$14.34	NA						
RC - 2-Wire Voice Grade Loop	TBD	Note 1	Note 1	NA	Note 1						
RC - Exchange Port - 2-Wire Line Port	TBD	Note 1	Note 1	NA	Note 1						
NRC - 2-Wire Voice Grade Loop/Line Port Combination - 1st, with change	USACC	\$10.00	\$10.00	\$2.01	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00
NRC - 2-Wire Voice Grade Loop/Line Port Combination - Add1, with change	USACC	\$10.00	\$10.00	\$0.3108000	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00
NRC - 2-Wire Voice Grade Loop/Line Port Combination - 1st, no change	USAC2	\$10.00	\$10.00	\$2.01	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00
NRC - 2-Wire Voice Grade Loop/Line Port Combination - Add1, no change	USAC2	\$10.00	\$10.00	\$0.3108000	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00
NRC - 2-Wire Voice Grade Loop/Line Port Combination - Subsequent	USASC	\$10.00	\$10.00	A4, GSST	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00
NRC - 2-Wire Voice Grade Loop/Line Port Combination - Incremental Cost - Manual Svc.Order vs. Electronic - 1st	TBD	Note 1	Note 1	\$33.67	Note 1						
NRC - 2-Wire Voice Grade Loop/Line Port Combination - Incremental Cost - Manual Svc.Order vs. Electronic - Add1	TBD	Note 1	Note 1	\$7.88	Note 1						
All Other Loop/Port Combinations	TBD	TBN	TBN	Note 2	TBN						
Not Currently Combined											
2-Wire Voice Grade Loop with 2-Wire Line Port											
RC - 2-Wire Voice Grade Loop	TBD	TBN	TBN	\$12.55	TBN						
RC - Exchange Port - 2-Wire Line Port	TBD	TBN	TBN	\$1.79	TBN						
NRC - 2-Wire Voice Grade Loop/Line Port Combination - 1st, with change	USACC	TBN	TBN	\$2.01	TBN						
NRC - 2-Wire Voice Grade Loop/Line Port Combination - Add1, with change	USACC	TBN	TBN	\$0.3108000	TBN						
NRC - 2-Wire Voice Grade Loop/Line Port Combination - 1st, no change	USAC2	TBN	TBN	\$2.01	TBN						
NRC - 2-Wire Voice Grade Loop/Line Port Combination - Add1, no change	USAC2	TBN	TBN	\$0.3108000	TBN						
NRC - 2-Wire Voice Grade Loop/Line Port Combination - Subsequent	USASC	TBN	TBN	A4, GSST	TBN						
NRC - 2-Wire Voice Grade Loop/Line Port Combination - Incremental Cost - Manual Svc.Order vs. Electronic - 1st	TBD	TBN	TBN	\$33.67	TBN						
NRC - 2-Wire Voice Grade Loop/Line Port Combination - Incremental Cost - Manual Svc.Order vs. Electronic - Add1	TBD	TBN	TBN	\$7.88	TBN						
All Other Loop/Port Combinations	TBD	TBN	TBN	Note 2	TBN						
MARKET RATES INCLUDING ALL VERTICAL FEATURES											
2-Wire Analog Line Port (Res., Bus.), per month	TBD	\$14.00	\$14.00	\$14.00	\$14.00	\$14.00	\$14.00	\$14.00	\$14.00	\$14.00	\$14.00
NRC	TBD	\$41.50	\$41.50	\$41.50	\$41.50	\$41.50	\$41.50	\$41.50	\$41.50	\$41.50	\$41.50
NRC - Incremental Manual Service Order	TBD	\$30.00	\$30.00	\$30.00	\$30.00	\$30.00	\$30.00	\$30.00	\$30.00	\$30.00	\$30.00
NRC - Incremental Manual Service Order Disconnect	TBD	\$20.00	\$20.00	\$20.00	\$20.00	\$20.00	\$20.00	\$20.00	\$20.00	\$20.00	\$20.00
The Extended Area Calling Plans set forth in the Stand-Alone Unbundled Local Exchange Switching ("Ports") rates section will apply to the above stated Market Rates											
Notes:											
1	In the absence of ordered rates by a State Commission, the rates for Currently Combined combinations of loop and port network elements will be the sum of the stand alone recurring rates of the UNEs which make up the combinations.										
2	For Georgia, on an interim basis, for those currently combined port/loop combinations defined by the Georgia Public Service Commission as not currently combined, the non-recurring and recurring rates for such UNE combinations shall be the sum of the stand-alone non-recurring and recurring rates of the UNEs which make up the combinations.										
3	Zone 1 / Top 8 MSAs/ Customers with 4 or more DS0 Equivalent 2-wire voice loop with 2-wire line port combination: the Loop rates will be the stand-alone UNE Loop rate; the Port rate will be the Market Based rates set forth in this Exhibit.										