

BELLSOUTH TELECOMMUNICATIONS, INC.
 BY: Operations Manager - Pricing
 29G57, 675 W. Peachtree St., N.E.
 Atlanta, Georgia 30375
 ISSUED: DECEMBER 11, 2006

TARIFF F.C.C. NO. 1
 864TH REVISED PAGE 1
 CANCELS 863RD REVISED PAGE 1

EFFECTIVE: DECEMBER 12, 2006

ACCESS SERVICE
 CHECK SHEET

The Title Page and Pages 1 to 29-48 inclusive of this tariff are effective as of the date shown.

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3	81st	9.0.5.2.1	12th*	27.5.1	1st
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5.1.0.1	4th	12.1	6th	27.7.1.1.1	Original
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8	51st	18.1	5th	30	2nd
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9	57th	21	15th	32	7th
9.0.0.1	35th	21.1	3rd	33	6th
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9.0.2	12th	24	8th	38	8th
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9.0.3.1	1st	26	1st	40	7th
9.0.4	19th	27	6th		
9.0.4.0.1	8th	27.0.1	4th		

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* New or Revised Page

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TARIFF F.C.C. NO. 1
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 CANCELS 11TH REVISED PAGE 9.0.5.2.1

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All BellSouth marks contained herein and as set forth in the trademarks and servicemarks section of this Tariff are owned by BellSouth Intellectual Property Corporation.

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ACCESS SERVICE

25 – CONTRACT TARIFFS (CONT'D)

25.41 Contract Tariff – No. 038¹

(C)

- (A) Customers may subscribe to this Contract Tariff within fifteen (15) days following the Contract Tariff's effective date. The subscription period expires December 27, 2006.
- (B) To subscribe to this Contract Tariff, the customer must sign a Letter of Agreement (LOA) provided by the Company and acknowledged by a Company representative's signature. The signed LOA shall indicate the customer's Access Customer's Name Abbreviations (ACNAs).
- (C) The rewards in this Contract Tariff shall apply to the Limited and Full Service Relief Metropolitan Statistical Areas (MSAs) set forth in Section 23 of this Tariff.

25.41.1 General Regulations

(A) Term and Renewal Options

- (1) Customers must place new or upgraded orders of OC-48 or OC-192 SMARTRing Service (a.k.a. BellSouth SPA Dedicated Ring) under a Transport Payment Plan (TPP), Plan B (37 - 61 months), to qualify for the rewards in this Contract Tariff. At the end of the TPP term, all rewards provided under this Contract Tariff shall be discontinued.
- (2) The TPP regulations in Section 2.4.8 of this Tariff shall apply including TPP termination liability regulations.
- (3) If the customer does not meet the minimum service requirement specified in (B)(1) below by the firm order due date in (B)(3), the customer must repay 100% of the rewards received under this Contract Tariff and such amount will be billed to the customer within ninety (90) days of the due date.

(B) Description

- (1) Customers who subscribe to a minimum of five (5) OC-48 or OC-192 SMARTRing Services (a.k.a. BellSouth SPA Dedicated Ring) in any MSA within the BellSouth region will qualify for the rewards shown below. Upgrades of the service from a lower capacity SMARTRing Service (a.k.a. BellSouth SPA Dedicated Ring) to OC-48 or OC-192 SMARTRing Service (a.k.a. BellSouth SPA Dedicated Ring) may also qualify.

<u>Quantity of SMARTRing Services</u>	<u>Reward Percentage</u>
5 - 7	20%
8 or greater	25%

- (2) The above credits will apply to the Local Channel, Node and Interoffice Channel rates associated with OC-48 or OC-192 SMARTRing Service (a.k.a. BellSouth SPA Dedicated Ring) within the BellSouth region. However, the credits will be applied to the customer's bill for services located in the MSAs specified in 25.41(C) above.

¹All material on this page is new.

ACCESS SERVICE

25 – CONTRACT TARIFFS (CONT'D)

25.41 Contract Tariff – No. 038¹ (Cont'd)

(N)

25.41.1 General Regulations (Cont'd)

(B) Description (Cont'd)

- (3) The customer must submit firm orders for the minimum number of 5 OC-48 or OC-192 SMARTRing Services (a.k.a. BellSouth SPA Dedicated Ring) specified in (B)(1) above by December 27, 2006, and the service establishment date for the SMARTRing Services (a.k.a. BellSouth SPA Dedicated Ring) must be by December 31, 2007, unless a delay in installing the service is caused by the Company.

The customer will have until February 15, 2007, to submit firm orders for any additional SMARTRing Services (a.k.a. BellSouth SPA Dedicated Ring) to also qualify for the credits as outlined in (B)(1) above.

- (4) The credits in (B)(1) above will be applied to the customer's bill each month of the TPP B term, one month in arrears.

(C) Rates and Charges

Rates and charges for SMARTRing Service (a.k.a. BellSouth SPA Dedicated Ring) are provided in Sections 7 and 23 of this Tariff. The Company reserves the right to change the rates, charges, terms and conditions for services in Section 7 and 23 and other sections of this Tariff.

(D) Classifications, Practices and Regulations

- (1) The rewards in this Contract Tariff will not apply when UNEs or combination of UNEs are commingled with the service in this Contract Tariff or for lower level circuits riding on SMARTRing Service (a.k.a. BellSouth SPA Dedicated Ring) or for interfaces or other optional features and functions other than those specified in this Contract Tariff.
- (2) Taxes and credits will be computed on the full tariff price for services in this Contract Tariff. Credits will not be applied to taxes.
- (3) The rewards herein shall apply to the rate elements indicated below.

Rate Element Description	Local Channels	Central Office & Customer Nodes	Interoffice Channel
OC-48 and OC-192 SMARTRing Service (a.k.a. BellSouth SPA Dedicated Ring)	1HVXX	SHNN2, SHNN8, SHNN9, SHNH6, SHNH8, SHNH9,	1HAXX, 1HNZX, 1HAFX, 1HAFX

¹All material on this page is new.