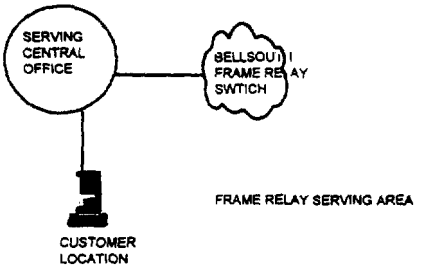
NON-ACCESS SERVICE ORDER EXHIBIT

FRAME RELAY BROADBAND EXCHANGE LINE SERVICE

The following diagram illustrates a customer located in the Frame Relay serving area.



This is a basic Frame Relay service order exhibit provided as illustration only primarily included to illustrate the additional FID and USOCs required for RESALE of BroadBand services to CLECs.

SR RG VN 000 SI 305741 RC FOD PD -- AC N TI Y SOI BF Y RG Y

TN 770 M60-7283 SA CC 283 CD -- EX HSVL AD 01-19-94 HU 1431 ID 04-22 ORD

NOFHV009 CS FPL3L SLS 2E22B91 DD 05-28-94 AC AP W MA

ZRTI N,DC,404 496-2700,CLU,404496

SPO M3Y1

SLSS 991199

SCN 33070950

EAC A

RTG DCSC

ICENTCOX **(Complex business end user)**

—LIST

ILN CLEC; COMPANY NAME

ILA 11201 STATESVILLE RD

ISA 11201 STATESVILLE RD, HSVL **(End User's Address)**

ILOC ROOM 100

ISIC 6021

IYPH AA00030

NONE

---CTL

WCO CSC/SLS URICH

CTN 404 496-2711

SID 00-00-00/LAM 00-00-00

EIRD 00-00-00/RID 00-00-00

DVA 00-00-00/WOT 00-00-00

FCD 00-00-00/PTD 00-00-00

ECO XXX/OCO XXX

---BILL

IBN1 CLEC COMPANY NAME **(CLEC's Billing Information)**

IBN2 TELECOM OFC

IBA3 3700 WAKEFOREST RD

IPO RAL NC 27609

IMAN 30197

ITAX 1NN1

ITAR 085,812

ICI CLEC INFORMATION

ICC B

IPON 1000

IRESH R0000 **(0000=4 Digit OCN number assigned by NECCA)**

IBTN XXX QXX-XXXX **(CLEC Master Account Number)**

ICBRO **(IF Club billing required, sort code options vary)**

---S&E

I1 RSCN/ZRCI CLEC CO NAME,

NPA XXX-XXXX, JANE DOE **(Reseller contact information)**

G1 CLS 40.QEDA.500052..SB

G2 LSO 770 272

I1 FPL3L (CLASS OF SERVICE)

IG3CKL1-400 TRADE ST, TUKR, GA (CENTRAL OFFICE)

/SN TELCO/LOC 2ND FLOOR

/ZNEA/TAR 000,000/LCON TOM JONES 432-7877

/XPOI TUKRGABTBB#

I1 FRH56 (CUSTOMER CONNECTION - TIRKS TERMINATING USOC)

I1 XAFD1 (1ST DLCI)

I1 FRVDX (ADDITIONAL DLCIs)

I1 FRVR5*/RMKR (A) DLCI #101 (CIR)

I1 FRVR5*/RMKR (A) DLCI #102 (CIR)

G2 LSO 770 272

SUB 2-770 449

IG3CKL2-1500 BILLY GRAHAM PKWY,

TUKR, GA

/TAR 000,000

/SN BANK USA

/LCON COMM MGR, 525-4300

I1 FP156/FSO 770 449 (TIRKS TERMINATING BBEL)

/SSP/ADSR

I1 9ZR (END USER COMMON LINE)

I1 AH8 (HANDICAPPED SERVICE CHARGE)

---RMKS

*ONE CIR USOC APPLIES FOR EACH DLCI

5 Customer Education

Customer Education for the resale of Fast Packet Services is provided in two training packages prepared and distributed by the BellSouth Interconnection Services Department. The above mentioned training packages are available upon request from the CLEC Account Teams.

5.1 Connectionless Data Service (CDS)

The CDS training package provides information concerning the nature of the service, features of the service, tariff and pricing issues, implementation issues, appropriate tariff sections and ordering forms.

5.2 Frame Relay Service

The Frame Relay training package provides information concerning the nature of the service, features of the service, tariff and pricing issues, implementation issues, appropriate tariff sections and ordering forms.

FLEXSERV®

FlexServ® Service
CLEC Information Package

Service Description

FlexServ service is a BellSouth Customer Network Management (CNM) service that allows customers to do real time configuration management and alarm surveillance of their lease line digital/analog facility network provisioned through a Digital Cross Connect System. Configuration management includes DS0, DS1, and DS3 connections with switching at DS0, DS1 or DS3 depending on the type of connection. Availability of specific customer connection is dependent on the network equipment and facility availability. The customer must also order separately the digital or analog facilities that are managed with FlexServ service. Alarm surveillance includes both intrusive and performance alarms.

The customer must order a Management Terminal Interface to access the service. Customers can access the service through a customer-provided terminal on a dial-up or dedicated basis. When the service is ordered, the customer is provided one log-in (User Access). With this access, only one customer user is allowed access to the configuration and alarm management features. However, the customer can order additional log-ins and additional concurrent users.

FlexServ allows customers complete flexibility in managing and reconfiguring their analog or digital private line networks. Single and multiple DS0 channels (up to 24) can be established with one command input by the customer. FlexServ also provides Automatic Circuit Rerouting which is preplanned and definable by the user and based on an occurrence of selectable alarm conditions. FlexServ will provide time of day transaction scheduling. The customer has the capability of creating network macro commands which will execute multiple transactions.

With FlexServ, customers can benefit from the following:

- Schedule and control the use of their facilities
- Reduce the number of dedicated private lines if the dedicated facilities are used less than 100 percent of the time
- Electronically cross connect and route their own traffic
- Diagnose network problems and minimize circuit outages
- Monitor network performance through receipt of intrusive and performance alarms

FlexServ applications include the following:

- Disaster recovery for networks
- Circuit consolidation and facility optimization
- Integrated voice/data network management
- Network performance and alarm monitoring
- Video conferencing
- LAN interconnection
- Time of day scheduling for applications
- Automatic circuit re-routing

Basic Service Features

DS0 Channel Connections - provides a DS0 channel connection. Switching is only at the DS0 level. There are two types of DS0 Channel Connections - a voice grade analog connection and a digital connection.

DS1 Channel Connections - provides a DS1 channel connection. There are two types of DS1 Channel Connections - DS1 Channel Connection with DS0 switching and DS1 Channel Connection with DS1 switching.

DS3 Channel Connections - provides a DS3 channel connection. There are three switching options available with a DS3 channel connection - DS3 Channel Connection with DS0 Switching, DS3 Channel Connection with DS1 Switching, and DS3 Channel Connection with DS3 Switching.

Dial Management Terminal Interface - provides a dial-up customer connection to the FlexServ management features. This interface will support 1.2 Kbps through 19.2 Kbps access. The customer must provide a terminal, dial-up modem, and a local line to dial into the interface. A Security card must be ordered for password access to the dial-up interface.

Dedicated Management Terminal Interface - provides a dedicated customer connection to the FlexServ management features. This interface will support an analog or digital connection. The analog connection can support 1.2 Kbps or 9.6 Kbps. The digital connection can support 2.4 Kbps, 4.8 Kbps or 9.6 Kbps. The customer must provide a terminal and a compatible data set at a selected customer premises. The customer will also order a dedicated analog or digital network facility to a BellSouth designated location to complete the connection.

Optional Service Features

Multi-point bridging - provides the capability to bridge digital or analog FlexServ Customer Connections providing a multi-point facility. There are three types of bridging available - Analog bridging, Digital bridging at 2.4, 4.8, 9.6 or 56 Kbps, and Digital bridging at 19.2 Kbps.

Subrate Reconfiguration Capability - provides the capability to multiplex subrate facilities. This feature is available at 2.4 Kbps, 4.8 Kbps and 9.6 Kbps. The feature is ordered to support a specific speed and a predetermined number of facilities, 20 - 2.4 Kbps, 10 - 4.8 Kbps, and 5 - 9.6 Kbps facilities.

Network Components

FlexServ service is made up of two network components: Digital Cross-connect System (DCS) and a Network Controller.

Digital Cross-connect System (DCS) - a micro-processor controlled framed which allows automatic, electronic cross-connections (reconfiguration) of a digital channel. The DCS is located in a BellSouth central office. Only central offices equipped with such provisioning can provide such service.

FlexServ Customer Network Controller (CNC) - an interface to the DCS which uses various software and hardware components. The controller contains a user interface which accepts customer instructions, reformats them into a structure understood by the DCS, receives acknowledgment from the DCS, and provides feedback to the customer. The customer communicates with the controller via a User Access Management Terminal Interface (MTI) and CPE located at the customer's premises.

Connections between the FlexServ Controller and the DCS are provided by BellSouth and are transparent to the customer.

The customer must provide his or her own equipment and subscribe to a switched service or an analog or digital private line between his or her premises and the nearest Packet Switching Node. From this point to the FlexServ Controller, and from the Controller to the DCS, BellSouth facilities are used. One User Access connection is provided with basic FlexServ service which includes a password and customer identification code. FlexServ employs a multi-level security system to ensure the privacy of customer network, requiring the customer to enter a log-in identification number and password to gain access.

Customer circuits which can connect to FlexServ for reconfiguration may be ordered at the DS0, DS1, or DS3 level.

Three Communication Interfaces

Customer to CNC link

The customer must subscribe to access to the Network Controller. This access can either be dial-up or private line.

- Dial-up access utilizes the Corporate DIALS Network which is supported by the Datakit Virtual Circuit Switched Network (VCSN). The VCSN utilizes a Network Access Computer (NAC) to provide security for accessing the Network Controller. The customer will be issued a Security card providing a 6-digit password which will change every 60 seconds. By using VCSN with a Security card, FlexServ customers can access the Network Controller at speeds ranging from 1.2 Kbps to 19.2 Kbps.

- Private line access utilizes the PulseLink X.25 Corporate Network. The customer may subscribe to SynchroNet service at 2.4, 4.8 or 9.6 Kbps or to analog private line at 1.2 or 2.4 Kbps.

With Customer to CNC Link, the customer may choose:

- Dial interface (1.2 - 19.2 Kbps) using the Security card
- 1.2 Kbps, 4- wire analog private line
- 9.6 Kbps, 4- wire analog private line
- 2.4 Kbps, 4- wire digital private line
- 4.8 Kbps, 4- wire digital private line
- 9.6 Kbps, 4- wire digital private line

CNC to DCS link

Communication between the Network Controller and each DCS is accomplished via a link. This link provides a two-way communications path over which the Network Controller sends commands to the DCS. The DCS acknowledges receipt and completion of the commands and provides status information.

It is the responsibility of the FlexServ Network Administrators and Corporate Communications to order and install this link. The link is an asynchronous 1200 bps private line circuit.

Network Administrator to CNC Link

In addition to customer terminal access to the Network Controller, the FlexServ architecture also includes Network Administrator terminals located in centralized locations. This access allows the Company to perform network and security transactions in the Network Controller to support the service. It is the responsibility of the FlexServ Network Administrators and Corporate Communications to order and install this link.

Access Links & Interoffice Facilities

FlexServ provides the customer with the capability to manage and reconfigure their special and switched service networks. It is not a stand alone offering. Thus, the third major component in a FlexServ network are the access links the customer will be controlling. Circuits from the customer premises to the central office DCS are called access links (end links). Circuits between the DCSs are called inter-DCS circuits (mid links). Price access and inter-DCS links from the appropriate tariffs based upon the type of service required by the customer (SynchroNet®, MegaLink®, etc.)

- Digital Private Lines - SynchroNet®, MegaLink®, LightGate®
- Analog Private Lines - analog data
- Local Exchange Services - trunk equivalent (IntraLata jurisdiction only)

Tariff References/Price List References

FlexServ is currently tariffed in all BellSouth states. DS3 Customer Connections are tariffed in all states except North Carolina and South Carolina. DS3 Customer Connections with DS3 switching is only available in Alabama and Georgia state General Subscriber Service Tariffs. The FlexServ tariff is located in Section A32.1 of the state-specific General Subscriber Service Tariff.

FlexServ is furnished only from central offices which have been equipped with DCS and is provided subject to availability of appropriate facilities. A minimum service period of one month is required and suspension of service is not allowed. All service on channels to the DCS may not be compatible, and therefore, certain reconfiguration combinations are denied. BellSouth will not be responsible for service interruptions, troubles, loss of customer data, etc. resulting from invalid

reconfiguration attempts. Reconfiguration and monitoring are not available during the performance of routine maintenance of BellSouth's facilities.

The pricing structure for the Customer Connections will be based on both the type customer connection and the desired switching level. The pricing structure for the Management Terminal Interface will be based on the type of access, dial-up or dedicated, and the desired transmission speed. In addition, the price of the dedicated access option will depend on whether the customer selects an analog or digital connection to the interface. Optional FlexServ features will vary according to the options available with each feature.

All FlexServ service feature prices will consist of both a non-recurring installation charge and/or a recurring charge. The recurring charge will be offered with the following payment periods:

- Month-to Month Payment Plan
- 24 to 48 Month Term Payment Plan
- 49 to 72 Month Term Payment Plan
- 73 to 96 Month Term Payment Plan

The customer must select the payment plan and the monthly recurring charge will vary according to the payment plan selected. If the customer selects a Term Payment Plan, they are not subject to BellSouth initiated rate changes during the period covered by the Term Payment Plan. At the end of the selected Term Payment Plan, the customer can elect to select a new payment plan as offered in the current tariff or the service will revert to the current Month-to-Month payment plan. The customer can also elect to resubscribe to a Term Payment Plan equal to or greater than the length of their current Term Payment Plan. If the customer disconnects this service before the end of the Term Payment Plan, the customer is subject to Termination Liability charges. The amount of the charge will be 90% of the remaining amount due.

Installation Intervals

Normal Installation Intervals	**No**
Project Coordination Required	**Yes**

Service Inquiry and Ordering Guidelines

A Service Inquiry is required to determine intervals and any extraordinary costs associated with the provisioning of FlexServ and a FlexServ Inquiry is required to determine the availability on the official FlexServ network.

Installation will depend on the availability of DCS and DCS connectivity options and the availability of communications links from the DCS to the FlexServ CNC processor.

Repair intervals for DCS links and customer access to the CNC processor will be reported and tracked by the FlexServ CNC center. Customer access links (dial-up or dedicated) and customer analog or digital services controlled by FlexServ are reported to the appropriate repair organization and intervals will be driven by the specific service the customer is terminating into FlexServ.

The FlexServ Customer Network Control Center (CNCC) will input and maintain the customer database for both the retail and wholesale service. Service Inquiries (SI) will be required for each service to determine the availability of the service. As such the CNCC will have to deal with BellSouth and the reseller account team. All other centers will operate as usual.

Information that will need to be provided:

- Customer name, address, telephone number
- Customer contact name, contact telephone number
- Independent company name (ICO - if any)
- CDS switch address, CLLI code
- Purchase order number
- Payment plan
- Type of order (new, change, disconnect)
- Customer's desired due date
- Physical access

Things to Consider:

- Make sure you provide the FlexServ center a diagram of the network. This will clarify any issues on the orders and help your implementation go smoother.

- Provide naming information to the FlexServ center.

- Be careful especially in situations where independent telephone company territories are involved.

- Verify the availability of the FlexServ DACS in the central office. Just because a given central office is not on the list does not mean BellSouth cannot modify an existing DACS in any given office to provide this service.

- Make sure the carrier of choice is aware of which central office and which DACS within a given central office. Provide them with the central office name, address, and the DACS CLLI code.

- Identify responsibilities for circuit turn-up in writing and with everyone's concurrence. Will the customer be activating a given circuit or should the appropriate department automatically add it to the network? BellSouth can turn it all up or just turn up for testing and let the customer map the new circuit (or leg) to the network.

- Plan your bridging arrangements carefully to avoid downtime and allow for growth in MJUs.

- Keep good records of all the circuit IDs involved. IDs are not only assigned to central office to customer premises circuits but also to inter-MJU circuits.

- Make sure you know the locations of bridging capable central offices. This will help you minimize customer costs, i.e., bridging charges.

- Make sure applicable T1 - clear channel or ESF/B8ZS ports are provisioned as "cut through."

FlexServ service requests will always require the use of a Service Inquiry in the Complex Services Profile System (CSPS) and a FlexServ Inquiry. This will be true whether the order is firm or not. If a non-firm SI is issued and the customer decides to buy the service, a follow-up, firm order SI will be required for certain engineering work groups.

Customer Education

Customer education and training will be coordinated and/or administered through the Local Carrier Service Center (LCSC) and/or the appropriate Account Team.

With the initial order for the service, BellSouth will provide one customer training class for up to eight persons. The length of the training will be five consecutive eight hour days and will be taught at a designated BellSouth location. The customer will be responsible for transportation, lodging, and food for anyone attending the class. The customer can request that the initial training be held at a customer location, however, the customer would be responsible for the transportation, lodging, and food for the trainer. The customer can request additional training. It is available at a specific cost and is based on one additional eight hour day of customer training.

HUNTING

Hunting Service

A. Basic Service Features

This functionality completes incoming calls to any of the lines in a group from a line in the group that is called but is in use. A line can be a residence line, business line, PBX Trunk or NAR.

B. Basic Service Capabilities

This service can be used for sequential hunting (search begins at first line in the group and ends at either the first available line or at the last line in the group) using either series completion Hunting (5 lines or less) or multi-line Hunting (6 or more lines), or for circular hunting (search begins at line dialed and ends at line immediately preceding line dialed).

C. How Does This Service Work

The parameters in the central office associated with the hunt group directs an incoming call to the appropriate next available line. Generally, an incoming call causes the first line in a hunt group to be checked for availability. If the first line is available, the call is completed. If the first line is busy, then the search for an available line continues in the order that the lines appear in the hunt group. When an available line is found, the call is completed. If no available lines exist, the incoming caller hears a busy signal.

D. Feature Interaction
N/A

2. Tariff References/Price List References

GSST A.3.6

3. Installation Intervals

Normal Installation Intervals YES__X_ NO ___
Project Coordination Required YES___ NO _X__

4. Order in Guidelines/Handoff Packages/Service Inquiry

A. Information Required

- Telephone numbers of lines in hunting
- Sequence of hunt search
- Type of hunting (sequential, circular)

B. Source Of Information

- End User

5. Customer Education (See Resale Ordering Guidelines booklet)

A. Availability of Material
B. Training Availability
C. Costs
D. How To Order

ISDN BASIC RATE INTERFACE (BRI)

1. MARKET SERVICE DESCRIPTION

A. Basic Service Functions

BellSouth offers ISDN Basic Rate Interface (BRI) for businesses and consumers: ISDN Business Service (IBS) and ISDN Residence Service (IRS). BRI is a digital service providing two 64 Kbps B channels which transmit digital voice, video and/or data; and one D channel which provides signaling for the service and supports 9.6 Kbps customer packet switched data.

B. Basic Service Capabilities

ISDN BRI supports national standard ISDN capability packages. BellSouth is currently implementing a new tariff structure for BRI. The new tariffs offer a threshold pricing plan and four new national standard feature packages designed to meet the specific needs of customers wanting to use ISDN service for Internet access and Work at Home (WAH). The four feature packages are:

EZ-1	Internet Access
EZ-1A	Internet Access w/ voice messaging
EZ-2	Work At Home
EZ-2A	Work At Home w/ voice messaging

The threshold arrangement provides a fixed monthly local usage allowance for originating traffic and then applies charges to usage above the threshold. The monthly usage allowances are:

IBS - 320 hours
IRS - 200 hours

Usage over the threshold for both services will be charged for at the rate of $.01 per minute.

When a customer's normal serving central office is not equipped to provide BRI service, the customer may be served, at the company's option, from designated alternate equipped central offices at no additional charge. This is referred to as an Alternate Network Serving Arrangement (ANSA). BRI service customers to be served under an ANSA must sign an agreement that the service will be moved back to the normal serving central office and probably will have a number change when/if that office is equipped with ISDN.

2. TARIFF REFERENCES/PRICE LIST REFERENCES

GSST A42.1 - Individual Line Business
GSST A42.2 - Individual Line Residence

3. INSTALLATION INTERVALS

Normal Installation Intervals: YES_X_ NO___
Project Coordination Required: YES___ NO_X_

4. SERVICE INQUIRY & ORDERING GUIDELINES

To order ISDN BRI the CLEC should complete the following forms and submit them to the LCSC:

Local Service Request
End User Information
Resale Service - ISDN

BellSouth will then contact the CLEC to complete the ordering information.

5. CUSTOMER EDUCATION

Not currently available

Resale Service - ISDN

Revised 2/10/97

ISDN Basic Rate Interface (Please select from one of the three following options): *(Complete part 1, 2 or 3 as appropriate)*

1) Single Line ISDN: *(Indicate type of service desired)*

☐ ISDN Business Service (IBS)
☐ ISDN Residence Service (IRS)

Quantity of Circuits (DSL Pipes) _____ *(Enter quantity of circuits desired)*

Available options for Single Line ISDN [Please check appropriate request(s)]: *(Check feature package desired)*

☐ Package EZ1 ☐ Package EZ2 ☐ Capability Package S
☐ Package EZ1A ☐ Package EZ2A

If the above options do not meet your needs, please describe other Single Line ISDN option below:

☐ 2) Basic Rate ISDN associated with MultiServ: *(Check if circuit is to be associated with MultiServ service)*

Quantity of Circuits (DSL Pipes) _____ *(Indicate quantity of circuits desired)*
(Note - please see also form for Resale of MultiServ Service)

☐ 3) Basic Rate ISDN associated with ESSX: : *(Check if port is to be associated with ESSX service)*

Quantity of Circuits (DSL Pipes) _____ *(Indicate quantity of circuits desired)*
(Note - please see also form for Resale of ESSX Service)

ISDN Primary Rate Interface (Please select from one of the following two options):

(Indicate whether PATHLINK or MegaLink ports are desired)

☐ 1) PATHLINK ISDN:

Quantity of Pipes _____ *(Indicate quantity of circuits desired)*

☐ 2) MegaLink ISDN:

Quantity of Pipes _____ *(Indicate quantity of circuits desired)*

BELLSOUTH

ISDN PRIMARY RATE INTERFACE (PRI)