
BellSouth Interconnection Services

675 West Peachtree Street
Atlanta, Georgia 30375

Carrier Notification**SN91085249**

Date: November 28, 2005

To: All Interconnection Services Customers

Subject: All Interconnection Services Customers – (Product/Service) - New Incentive Plan for OC3-OC12, Non-Channelized LightGate, and Channelized LightGate Bundled

BellSouth is making it more attractive than ever for customers to attain the best high capacity network at the most competitive price. Three (3) new promotions will further enhance BellSouth service, quality and price. On December 9, 2005, BellSouth will launch the following new incentive plans:

OC3-OC12 Incentive Plan – 20% discount for new and eligible renewals for OC3 and OC12 BellSouth[®] SMARTRing[®] service and BellSouth[®] LightGate[®] service placed under a minimum 37-month contract. Elements discounted are Nodes, Local Channels and Interoffice.

Non-Channelized LightGate Incentive Plan – 20% discount for a 24-month contract, or 30% discount for a 37-month or longer contract (includes new and eligible renewals for end user local channels and associated interoffice mileage).

Channelized LightGate Bundled Incentive Plan – Elements in this bundle include Local Channels, Interoffice, Multiplexer and Interfaces - 20% discount on a 24-month contract, or 30% discount for a 37-month or longer contract (includes new and eligible renewals).

As of December 9, 2005, subscribers to these promotions will also receive the benefits of reduced service intervals on BellSouth LightGate service and BellSouth SMARTRing service where capacity is available and configured for DS3s.

BellSouth's higher capacity services offer customers the following networking advantages:

- Competitive price points for your company's end user market for the life of the contract
- More efficient bandwidth utilization and scalability
- World Class Performance on Network Reliability

BellSouth looks forward to answering your networking needs with these Incentive Plans. Please contact your BellSouth sales executive for any questions or additional information.

Sincerely,

Original signed by Robert W. Bickerstaff

Robert W. Bickerstaff, Vice President, Marketing
BellSouth Interconnection Services

Original signed by George F. Agerton

George F. Agerton, Vice President, Sales
BellSouth Interconnection Services