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March 17, 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 for 2Q05 BellSouth MegaLink Mileage and More Promotion.

<i>General Subscriber Services Tariff</i>	
A2.10	- Original Page 33.93
	- Original Page 33.94
B2.7	- Original Page 71.77
	- Original Page 71.78

The issue and effective dates for this tariff package are April 1, 2005 and September 30, 2005, respectively. Acknowledgement, date of receipt and authority number of this filing are requested.

Your consideration and approval will be appreciated.

Yours very truly,

Regulatory Vice President

Attachments

Program Description

2Q05 BellSouth MegaLink Mileage & More Promotion (FL2005-035)

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 ("2Q05 BellSouth MegaLink Mileage & More") that begins April 1, 2005 and ends September 30, 2005. This promotion offers new and existing eligible Business Subscribers who sign term election agreements waived non-recurring installation charges and bill credits applicable toward mileage sensitive Digital Local Channel charges, as well as credits applicable toward Interoffice Channel 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 must purchase new BellSouth MegaLink or Channelized MegaLink circuits (there is no minimum or maximum number required) by signing a twenty-four (24) month or greater term election agreement between April 1, 2005 and September 30, 2005 in order to participate in this promotion. Following this promotion window, Subscribers are not allowed to enroll in this promotion or to receive promotion rewards.
5. Subscribers who purchase BellSouth MegaLink or Channelized MegaLink service by signing a twenty-four (24) month or greater term election agreement will receive the following benefit(s):
 - a. Waiver of nonrecurring installation charges
 - b. Bill credits applicable toward mileage-sensitive Digital Local Channel charges as follows:
 - First ½ mile of service discounted to \$75/month*
 - Each additional ½ mile of service or fraction thereof discounted to \$10/month*
 - c. Bill credits applicable toward mileage-sensitive Interoffice Channel charges as follows:
 - Each airline mile or fraction thereof discounted to \$12.50/month*(Fixed mileage rates remain unchanged)
6. The waiver of nonrecurring charges applies to the following: Digital Local Channels, Interoffice Channels, Voice Equivalent Channels, Feature Activations and Network Access Registers, and Service Establishment and Premise Visits.
7. Existing MegaLink or Channelized MegaLink service 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 BellSouth Winning Rewards program.
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 must be in BellSouth territory at both ends

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	2Q05 BellSouth MegaLink Mileage and More Promotion	--BellSouth plans the following promotion that begins April 1, 2005 and ends September 30, 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 Channel charges as well as bill credits applicable toward mileage sensitive Interoffice Channel charges. Complete details of this promotion are outlined below.	04/01/2005 to 09/30/2005	(N)
-- From Central Offices where services are available				(N)
PROMOTION SPECIFICS:				
		--This promotion is available to new and existing Business Subscribers who meet all the eligibility requirements for this promotion defined below.		(N)
		--This promotion is limited to Subscribers with fifty thousand dollars (\$50,000) or less per month in MegaLink total billing.		(N)
		-- This promotion is limited to Subscribers with forty thousand dollars (\$40,000) per year or more in total spend for BellSouth services.		(N)
		--Subscriber must purchase new BellSouth MegaLink or Channelized MegaLink circuits (there is no minimum or maximum required) by signing a term agreement between April 1, 2005 and September 30, 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.		(N)
		--Subscribers who purchase BellSouth MegaLink or Channelized MegaLink service by signing a twenty-four (24) month or greater term agreement will receive the following benefit(s):		(N)
		1. Waiver of non-recurring installation charges (specifics mentioned below)		(N)
		2. Bill credits applicable toward mileage-sensitive Digital Local Channel charges as follows:		(N)
		- First ½ mile of service discounted to seventy-five dollars per month (\$75/month) (entire circuit at both ends must be in BellSouth territory)		(N)
		- Each additional ½ mile of service or fraction thereof discounted to ten dollars per month (\$10/month) (entire circuit at both ends must be in BellSouth territory)		(N)
		3. Bill credits applicable toward mileage-sensitive Interoffice Channel charges as follows:		(N)
		- Each airline mile or fraction thereof discounted to twelve dollars and fifty cents per month (\$12.50/month) (Fixed mileage rates remain unchanged) (entire circuit at both ends must be in BellSouth territory)		(N)
		--The waiver of non-recurring installation charges applies to the following: Digital Local Channel, Interoffice Channel, Voice Equivalent Channels, Feature Activation, and Network Access Registers (NARs), and Service Establishment and Premise Visit.		(N)
		--Existing MegaLink or Channelized MegaLink service Subscribers who purchase additional circuits at the time of renewal of their contract will also be eligible for this promotion.		(N)
		--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.		(N)

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	2Q05 BellSouth MegaLink Mileage and More	PROMOTION RESTRICTIONS: (Cont'd)	04/01/2005	(N)
-- From Central Offices where services are available	Promotion (Cont'd)	--This promotion can only be combined with BellSouth Winning Rewards program.	to 09/30/2005	(N)
		--This promotion is only available to customers where BellSouth offers service and where facilities are available.		(N)
		--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.		(N)
		--There is a limit of one (1) reward on the same account, at the same address, and in the same name		(N)
		--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.		(N)
		--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.		(N)
		--BellSouth reserves the right to terminate this promotion at any time following any required Commission notice.		(N)
		--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.		(N)

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	2Q05 BellSouth MegaLink Mileage and More Promotion	--BellSouth plans the following promotion that begins April 1, 2005 and ends September 30, 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 Channel charges as well as bill credits applicable toward mileage sensitive Interoffice Channel charges. Complete details of this promotion are outlined below.	04/01/2005 to 09/30/2005	(N)
-- From Central Offices where services are available				(N)
PROMOTION SPECIFICS:				
		--This promotion is available to new and existing Business Subscribers who meet all the eligibility requirements for this promotion defined below.		(N)
		--This promotion is limited to Subscribers with fifty thousand dollars (\$50,000) or less per month in MegaLink total billing.		(N)
		-- This promotion is limited to Subscribers with forty thousand dollars (\$40,000) per year or more in total spend for BellSouth services.		(N)
		--Subscriber must purchase new BellSouth MegaLink or Channelized MegaLink circuits (there is no minimum or maximum required) by signing a term agreement between April 1, 2005 and September 30, 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.		(N)
		--Subscribers who purchase BellSouth MegaLink or Channelized MegaLink service by signing a twenty-four (24) month or greater term agreement will receive the following benefit(s):		(N)
		1. Waiver of non-recurring installation charges (specifics mentioned below)		(N)
		2. Bill credits applicable toward mileage-sensitive Digital Local Channel charges as follows:		(N)
		- First ½ mile of service discounted to seventy-five dollars per month (\$75/month) (entire circuit at both ends must be in BellSouth territory)		(N)
		- Each additional ½ mile of service or fraction thereof discounted to ten dollars per month (\$10/month) (entire circuit at both ends must be in BellSouth territory)		(N)
		3. Bill credits applicable toward mileage-sensitive Interoffice Channel charges as follows:		(N)
		- Each airline mile or fraction thereof discounted to twelve dollars and fifty cents per month (\$12.50/month) (Fixed mileage rates remain unchanged) (entire circuit at both ends must be in BellSouth territory)		(N)
		--The waiver of non-recurring installation charges applies to the following: Digital Local Channel, Interoffice Channel, Voice Equivalent Channels, Feature Activation, and Network Access Registers (NARs), and Service Establishment and Premise Visit.		(N)
		--Existing MegaLink or Channelized MegaLink service Subscribers who purchase additional circuits at the time of renewal of their contract will also be eligible for this promotion.		(N)
		--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.		(N)

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	2Q05 BellSouth MegaLink Mileage and More	PROMOTION RESTRICTIONS: (Cont'd)	04/01/2005	(N)
-- From Central Offices where services are available	Promotion (Cont'd)	--This promotion can only be combined with BellSouth Winning Rewards program.	to	(N)
		--This promotion is only available to customers where BellSouth offers service and where facilities are available.	09/30/2005	(N)
		--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.		(N)
		--There is a limit of one (1) reward on the same account, at the same address, and in the same name		(N)
		--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.		(N)
		--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.		(N)
		--BellSouth reserves the right to terminate this promotion at any time following any required Commission notice.		(N)
		--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.		(N)

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)

<u>Area of Promotion</u>	<u>Service</u>	<u>Charges Waived</u>	<u>Period Authority</u>
BellSouth's Service Territory -- From Central Offices where services are available	2Q05 BellSouth MegaLink Mileage and More Promotion	--BellSouth plans the following promotion that begins April 1, 2005 and ends September 30, 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 Channel charges as well as bill credits applicable toward mileage sensitive Interoffice Channel charges. Complete details of this promotion are outlined below.	04/01/2005 (N) to 09/30/2005 (N)
<u>PROMOTION SPECIFICS:</u> (N)			
--This promotion is available to new and existing Business Subscribers who meet all the eligibility requirements for this promotion defined below. (N)			
--This promotion is limited to Subscribers with fifty thousand dollars (\$50,000) or less per month in MegaLink total billing. (N)			
-- This promotion is limited to Subscribers with forty thousand dollars (\$40,000) per year or more in total spend for BellSouth services. (N)			
--Subscriber must purchase new BellSouth MegaLink or Channelized MegaLink circuits (there is no minimum or maximum required) by signing a term agreement between April 1, 2005 and September 30, 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. (N)			
--Subscribers who purchase BellSouth MegaLink or Channelized MegaLink service by signing a twenty-four (24) month or greater term agreement will receive the following benefit(s): (N)			
1. Waiver of non-recurring installation charges (specifics mentioned below) (N)			
2. Bill credits applicable toward mileage-sensitive Digital Local Channel charges as follows: (N)			
- First ½ mile of service discounted to seventy-five dollars per month (\$75/month) (entire circuit at both ends must be in BellSouth territory) (N)			
- Each additional ½ mile of service or fraction thereof discounted to ten dollars per month (\$10/month) (entire circuit at both ends must be in BellSouth territory) (N)			
3. Bill credits applicable toward mileage-sensitive Interoffice Channel charges as follows: (N)			
- Each airline mile or fraction thereof discounted to twelve dollars and fifty cents per month (\$12.50/month) (Fixed mileage rates remain unchanged) (entire circuit at both ends must be in BellSouth territory) (N)			
--The waiver of non-recurring installation charges applies to the following: Digital Local Channel, Interoffice Channel, Voice Equivalent Channels, Feature Activation, and Network Access Registers (NARs), and Service Establishment and Premise Visit. (N)			
--Existing MegaLink or Channelized MegaLink service Subscribers who purchase additional circuits at the time of renewal of their contract will also be eligible for this promotion. (N)			
--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. (N)			

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)

<u>Area of Promotion</u>	<u>Service</u>	<u>Charges Waived</u>	<u>Period Authority</u>	
BellSouth's Service Territory	2Q05 BellSouth MegaLink Mileage and More	PROMOTION RESTRICTIONS: (Cont'd)	04/01/2005	(N)
-- From Central Offices where services are available	Promotion (Cont'd)	--This promotion can only be combined with BellSouth Winning Rewards program.	to 09/30/2005	(N)
		--This promotion is only available to customers where BellSouth offers service and where facilities are available.		(N)
		--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.		(N)
		--There is a limit of one (1) reward on the same account, at the same address, and in the same name		(N)
		--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.		(N)
		--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.		(N)
		--BellSouth reserves the right to terminate this promotion at any time following any required Commission notice.		(N)
		--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.		(N)

ISSUED: March 17, 2005

EFFECTIVE: April 1, 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)

<u>Area of Promotion</u>	<u>Service</u>	<u>Charges Waived</u>	<u>Period Authority</u>
<u>BellSouth's Service Territory</u> -- From Central Offices where services are available	<u>2Q05 BellSouth MegaLink Mileage and More Promotion</u>	<u>--BellSouth plans the following promotion that begins April 1, 2005 and ends September 30, 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 Channel charges as well as bill credits applicable toward mileage sensitive Interoffice Channel charges. Complete details of this promotion are outlined below.</u>	04/01/2005 to 09/30/2005
			(N)
		<u>PROMOTION SPECIFICS:</u>	(N)
		<u>--This promotion is available to new and existing Business Subscribers who meet all the eligibility requirements for this promotion defined below.</u>	(N)
		<u>--This promotion is limited to Subscribers with fifty thousand dollars (\$50,000) or less per month in MegaLink total billing.</u>	(N)
		<u>-- This promotion is limited to Subscribers with forty thousand dollars (\$40,000) per year or more in total spend for BellSouth services.</u>	(N)
		<u>--Subscriber must purchase new BellSouth MegaLink or Channelized MegaLink circuits (there is no minimum or maximum required) by signing a term agreement between April 1, 2005 and September 30, 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.</u>	(N)
		<u>--Subscribers who purchase BellSouth MegaLink or Channelized MegaLink service by signing a twenty-four (24) month or greater term agreement will receive the following benefit(s):</u>	(N)
		<u>1. Waiver of non-recurring installation charges (specifics mentioned below)</u>	(N)
		<u>2. Bill credits applicable toward mileage-sensitive Digital Local Channel charges as follows:</u>	(N)
		<u>- First ½ mile of service discounted to seventy-five dollars per month (\$75/month) (entire circuit at both ends must be in BellSouth territory)</u>	(N)
		<u>- Each additional ½ mile of service or fraction thereof discounted to ten dollars per month (\$10/month) (entire circuit at both ends must be in BellSouth territory)</u>	(N)
		<u>3. Bill credits applicable toward mileage-sensitive Interoffice Channel charges as follows:</u>	(N)
		<u>- Each airline mile or fraction thereof discounted to twelve dollars and fifty cents per month (\$12.50/month) (Fixed mileage rates remain unchanged) (entire circuit at both ends must be in BellSouth territory)</u>	(N)
		<u>--The waiver of non-recurring installation charges applies to the following: Digital Local Channel, Interoffice Channel, Voice Equivalent Channels, Feature Activation, and Network Access Registers (NARs), and Service Establishment and Premise Visit.</u>	(N)
		<u>--Existing MegaLink or Channelized MegaLink service Subscribers who purchase additional circuits at the time of renewal of their contract will also be eligible for this promotion.</u>	(N)
		<u>--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.</u>	(N)

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)

<u>Area of Promotion</u>	<u>Service</u>	<u>Charges Waived</u>	<u>Period Authority</u>
BellSouth's Service Territory	2Q05 BellSouth MegaLink Mileage and More	<u>PROMOTION RESTRICTIONS: (Cont'd)</u>	04/01/2005 (N)
-- From Central Offices where services are available	Promotion (Cont'd)	--This promotion can only be combined with BellSouth Winning Rewards program.	to 09/30/2005 (N)
		--This promotion is only available to customers where BellSouth offers service and where facilities are available.	(N)
		--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.	(N)
		--There is a limit of one (1) reward on the same account, at the same address, and in the same name	(N)
		--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.	(N)
		--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.	(N)
		--BellSouth reserves the right to terminate this promotion at any time following any required Commission notice.	(N)
		--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.	(N)