

EXHIBIT 5

**INTERCONNECTION AGREEMENT UNDER SECTIONS 251 AND 252 OF THE
TELECOMMUNICATIONS ACT OF 1996**

Dated as of May __, 1997

by and between

**AMERITECH INFORMATION INDUSTRY SERVICES,
a division of Ameritech Services, Inc.
on behalf of and as an agent for Ameritech Illinois**

and

MCIMETRO ACCESS TRANSMISSION SERVICES, INC.

8.5 **Signaling.** Ameritech expects that all networks involved in transit traffic will deliver each call to each involved network with CCIS and the appropriate Transactional Capabilities Application Part ("TCAP") message to facilitate full interoperability and billing functions, and to the extent such CCIS and TCAP messages are delivered by the originating third-party LEC or CMRS provider, Ameritech will deliver such information to the terminating third-party LEC or CMRS provider. In all cases, MCIm is responsible to follow the Exchange Message Record ("EMR") standard and exchange records with both Ameritech and the terminating LEC or CMRS provider to facilitate the billing process to the originating network.

8.6 **Nondiscrimination.** For purposes of this Article VIII, Ameritech agrees that it shall make available to MCIm, at MCIm's sole option, any transiting arrangement Ameritech offers to another LEC at the same rates, terms and conditions provided to such other LEC.

**ARTICLE IX
UNBUNDLED ACCESS -- SECTION 251(c)(3)**

9.1 **Access to Network Elements.**

9.1.1 Ameritech shall provide MCIm access to Ameritech's Network Elements on an unbundled basis at any technically feasible point in accordance with the terms and conditions of this Article IX and the requirements of the Act, the FCC or the Commission. Ameritech shall provide MCIm access to each unbundled Network Element, along with all of such unbundled Network Element's features, functions and capabilities in accordance with the terms and conditions of Article II and as required by the Act, the FCC or the Commission, in a manner that shall allow MCIm to provide any Telecommunications Service that can be offered by means of that Network Element; provided that the use of such Network Element is consistent with the Act.

9.1.2 Notwithstanding anything to the contrary in this Article IX, Ameritech shall not be required to provide Network Elements beyond those identified in 47 C.F.R. § 51.319 to MCIm if:

(a) The Commission concludes that:

(1) such Network Element is proprietary or contains proprietary information that will be revealed if such Network Element is provided to MCIm on an unbundled basis; and

(2) MCIIm could offer the same proposed Telecommunications Service through the use of other, non-proprietary Network Elements within Ameritech's network; or

- (b) The Commission concludes that the failure of Ameritech to provide access to such Network Element would not decrease the quality of, and would not increase the financial or administrative cost of, the Telecommunications Service MCIIm seeks to offer, compared with providing that service over other unbundled Network Elements in Ameritech's network.

9.1.3 Ameritech shall be required to make available Network Elements only where such Network Elements, including facilities and software necessary to provide such Network Elements, are available. If Ameritech makes available Network Elements that require special construction, MCIIm shall pay to Ameritech any applicable special construction charges, as determined in accordance with the Act. The Parties shall mutually agree on the nature and manner of any required special construction, the applicable charges thereto and the negotiated interval(s) that will apply to the provisioning of such Network Element(s) in lieu of the standard intervals set forth on Schedule 9.10.

9.1.4 Ameritech shall permit MCIIm to connect MCIIm's facilities or facilities provided to MCIIm by third parties with each of Ameritech's unbundled Network Elements at any point on Ameritech's network designated by MCIIm that is technically feasible.

9.2 Network Elements. At the request of MCIIm, Ameritech shall provide MCIIm access to the following Network Elements on an unbundled basis:

9.2.1 Local Loops, as more fully described on Schedule 9.2.1;

9.2.2 The Network Interface Device, as more fully described on Schedule 9.2.2;

9.2.3 Switching Capability, as more fully described on Schedule 9.2.3;

9.2.4 Interoffice Transmission Facilities, as more fully described on Schedule 9.2.4;

9.2.5 Signaling Links and Call-Related Databases, as more fully described on Schedule 9.2.5;

9.2.6 Operations Support Systems ("OSS") functions, as more fully described on Schedule 9.2.6; and

9.2.7 Operator Services and Directory Assistance, as more fully described on Schedule 9.2.7.

9.2.8 Dark Fiber, as more fully described on Schedule

9.2.4.

9.3 Combination of Network Elements.

9.3.1 Ameritech shall provide Network Elements to MCIm in a manner that shall allow MCIm to combine such Network Elements (a "Combination") in order to provide a Telecommunications Service. When purchasing a Combination, MCIm will have access to all features and capabilities of each individual Network Element that comprises such Combination and the specific technical and interface requirements for each of the Network Elements shall apply, to the extent technically feasible given the specific manner in which MCIm has requested that the elements be combined.

9.3.2 Except upon the request of MCIm, Ameritech shall provide Network Elements separately from each other and shall not separate Network Elements it normally provides in combination into separate Network Elements.

9.3.3 Upon MCIm's request, Ameritech shall perform the functions necessary to combine Ameritech's Network Elements, even if those elements are not ordinarily combined in Ameritech's network; provided that such combination is (i) technically feasible and (ii) would not impair the ability of other Telecommunications Carriers to obtain access to unbundled Network Elements or to Interconnect with Ameritech's network. In addition, upon request that is consistent with the above criteria and subject to Section 9.1.4, Ameritech shall perform the functions necessary to combine or connect Ameritech's Network Elements with elements or other equipment or facilities possessed, leased or owned by MCIm in any technically feasible manner to allow MCIm to provide a Telecommunications Service.

9.3.4 Ameritech shall make available to MCIm the following Combinations at the rates set forth at Item V of the Pricing Schedule:

9.3.4.1 Unbundled Element Platform with Operator Services and Directory Assistance. This Combination is described on Schedule 9.3.4.