

**Amendment to the Agreement
Between
NuVox Communications, Inc.
and
BellSouth Telecommunications, Inc.
Dated June 30, 2000**

Pursuant to this Amendment, (the "Amendment"), NuVox Communications, Inc. ("NuVox"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated June 30, 2000 ("Agreement") to be effective February 10, 2005.

WHEREAS, BellSouth and NuVox entered into the Agreement on June 30, 2000, and;

WHEREAS, both Parties agree that an initial New Installation of a 2-Wire Port/Loop Combination- Residence line provisioned at a Location where QuickServe is available on the line shall incur a QuickServe Non-Recurring Charge (NRC) at the NRC Currently Combined Conversion Rate set forth in the Agreement and that any initial New Installation of a 2-Wire Port/Loop Combination - Residence line provisioned at a location where QuickServe is not available, shall incur the Not Currently Combined NRC, First and Additional rates set forth in the Agreement;

NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

1. The Parties agree to incorporate into Attachment 2 of the Agreement the rates and USOCs as set forth in Exhibit 1 of this Amendment attached hereto and incorporated herein by this reference.
2. All of the other provisions of the Agreement, dated June 30, 2000, shall remain in full force and effect.
3. Either or both of the Parties are authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties have executed this Amendment the day and year written below.

BellSouth Telecommunications, Inc.

By: Kristen Rowe

Name: Kristen Rowe

Title: Director

Date: 1/21/05

NuVox Communications, Inc.

By: Hamilton E. Russell

Name: Hamilton E. Russell

Title: VP Legal Affairs

Date: 1/21/05

UNBUNDLED NETWORK ELEMENTS - Alabama										Attachment: 2		Exhibit: C	
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)		
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES													
NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED													
	2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service			UEPRX	URECC	0.10							

UNBUNDLED NETWORK ELEMENTS - Florida												Attachment: 2		Exhibit: C			
CATEGORY	RATE ELEMENTS	Interi m	Zone	BCS	USOC	RATES (\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic- 1st	Incremental Charge - Manual Svc Order vs. Electronic- Add'l	Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l					
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)						
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN		
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																	
NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED																	
	2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service			UEPRX	URECC		0.102										

UNBUNDLED NETWORK ELEMENTS - Georgia											Attachment: 2		Exhibit: C			
CATEGORY	RATE ELEMENTS	Interi m	Zone	BCS	USOC	RATES (\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic- 1st	Incremental Charge - Manual Svc Order vs. Electronic- Add'l	Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l				
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)					
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																
NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED																
	2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service			UEPRX	URECC	0.10										

UNBUNDLED NETWORK ELEMENTS - Kentucky											Attachment: 2		Exhibit: C		
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l			
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)				
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES															
NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED															
	2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service			UEPRX	URECC		0.10								

UNBUNDLED NETWORK ELEMENTS - Louisiana											Attachment: 2		Exhibit: C	
CATEGORY	RATE ELEMENTS	Interi m	Zone	BCS	USOC	RATES (\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic- 1st	Incremental Charge - Manual Svc Order vs. Electronic- Add'l	Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l		
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)			
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES														
NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED														
	2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service			UEPRX	URECC	0.10								

UNBUNDLED NETWORK ELEMENTS - Mississippi											Attachment: 2		Exhibit: C			
CATEGORY	RATE ELEMENTS	Interi m	Zone	BCS	USOC	RATES (\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic- 1st	Incremental Charge - Manual Svc Order vs. Electronic- Add'l	Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l				
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)					
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																
	NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED															
	2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service															
				UEPRX	URECC		0.0988									

UNBUNDLED NETWORK ELEMENTS - North Carolina												Attachment: 2		Exhibit: C			
CATEGORY	RATE ELEMENTS	Interi m	Zone	BCS	USOC	RATES (\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic- 1st	Incremental Charge - Manual Svc Order vs. Electronic- Add'l	Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l					
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)						
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN		
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																	
NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED																	
	2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service			UEPRX	URECC	2.77											

UNBUNDLED NETWORK ELEMENTS - South Carolina											Attachment: 2		Exhibit: C		
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l			
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)				
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES															
	NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED														
	2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service														
				UEPRX	URECC		0.10								

UNBUNDLED NETWORK ELEMENTS - Tennessee														Attachment: 2		Exhibit: C	
CATEGORY	RATE ELEMENTS			Interi m	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic- 1st	Incremental Charge - Manual Svc Order vs. Electronic- Add'l	Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l
								Rec	Nonrecurring First	Add'l	Nonrecurring Disconnect First	Add'l	SOME C	SOMAN	OSS Rates (\$)		
															SOMAN	SOMAN	SOMAN
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																	
	NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED																
		2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service				UEPRX	URECC		1.03					15.69			

[illegible]

UNBUNDLED NETWORK ELEMENTS - Florida														Attachment: 2		Exhibit: A	
CATEGORY	RATE ELEMENTS			Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
								Rec	Nonrecurring		Nonrecurring Disconnect			OSS Rates (\$)			
									First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED PORT/LOOP COMBINATIONS - MARKET RATES																	
	NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED																
	2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service																
						UEPRX	URECC		41.50								

UNBUNDLED NETWORK ELEMENTS - Georgia														Attachment: 2		Exhibit: A	
CATEGORY	RATE ELEMENTS			Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
								Rec	Nonrecurring		Nonrecurring Disconnect			OSS Rates (\$)			
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UNBUNDLED PORT/LOOP COMBINATIONS - MARKET RATES																	
	NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED																
	2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service					UEPRX	URECC		41.50								

[illegible]

UNBUNDLED NETWORK ELEMENTS - Louisiana												Attachment: 2		Exhibit: A			
CATEGORY	RATE ELEMENTS		Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	
							Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)					
								First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED PORT/LOOP COMBINATIONS - MARKET RATES																	
	NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED																
		2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service			UEPRX	URECC		41.50									

[illegible]

UNBUNDLED NETWORK ELEMENTS - North Carolina												Attachment: 2		Exhibit: A	
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l			
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UNBUNDLED PORT/LOOP COMBINATIONS - MARKET RATES															
	NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED														
	2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service			UEPRX	URECC		41.50								

[illegible]

UNBUNDLED NETWORK ELEMENTS - Tennessee												Attachment: 2		Exhibit: A		
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	
						Rec	Nonrecurring First	Add'l	Nonrecurring Disconnect First	Add'l	SOME C	SOMAN	OSS Rates (\$)		SOMAN	SOMAN
UNBUNDLED PORT/LOOP COMBINATIONS - MARKET RATES																
	NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED															
	2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service			UEPRX	URECC		41.50					15.69				