

**Amendment
To the
Interconnection Agreement
Between
Aero Communications, LLC
and
BellSouth Telecommunications, Inc.
Dated January 16, 2004**

Pursuant to this Amendment, (the "Amendment"), Aero Communications, LLC (Aero), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated January 16, 2004 ("Agreement") to be effective the date of the last signature executing this Amendment.

WHEREAS, BellSouth and Aero entered into the Agreement on January 16, 2004, and;

WHEREAS, BellSouth and Aero are amending the Agreement to modify Local Number Portability (LNP) recovery charge pursuant to the Order in the matter of the Telephone Number Portability BellSouth Corporation Petition for Declaratory Ruling and/or Waiver, CC Docket No. 95-116, released April 13, 2004;

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 delete in their entirety all rate elements and USOCs identified as "Local Number Portability charges" in Exhibit A of Attachment 2, as specified by the following USOCs: LNPCX, LNPPC, LNPN, and LNPPC.
2. The Parties agree to add the following language to Section 4 as Section 4.1.1 of Attachment 2 and Section 5 as Section 5.6.4 of Attachment 2:
 - In addition to other charges specified in this Agreement for Local Number Portability Aero shall pay to BellSouth the Local Number Portability charges as set forth in Section 13 of the BellSouth FCC No. 1 Tariff;
3. All of the other provisions of the Agreement dated January 16, 2004 shall remain unchanged and in full force and effect.
4. 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.

MBR-LNP Recovery Amendment
Signature Page

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

BellSouth Telecommunications, Inc.

By: 

Name: Kristen E. Rowe

Title: Director

Date: 9-3-04

Aero Communications, LLC

By: 

Name: Todd Heinrich

Title: CEO/PRES.

Date: 8/23/04

Version 3Q03: 11/12/2003

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