Amendment to the Agreement
Between
NewSouth Communications, Corp.
and
BellSouth Telecommunications, Inc.
Dated May 18, 2001

Pursuant to this Amendment, (the "Amendment"), NewSouth Communications, Corp. ("NewSouth"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated May 18, 2001, ("Agreement") to be effective thirty (30) calendar days after the date of the last signature executing the Amendment.

WHEREAS, BellSouth and NewSouth entered into the Agreement on May 18, 2001, and;

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 add the following provision to Attachment 2, Section 3.3 and the associated rates as set forth in Exhibit 1 of this Amendment, attached hereto and incorporated herein by this reference.

   3.3.1.1   Where NewSouth utilizes portions of the BellSouth network in originating or terminating traffic, the Tandem Switching rates are applied in call scenarios where the Tandem Switching Network Element has been utilized. Because switch recordings cannot accurately indicate on a per call basis when the Tandem Switching Network Element has been utilized for an interoffice call originating from a UNE port and terminating to a BellSouth, Independent Company or Facility-Based CLEC office, BellSouth has developed, based upon call studies, a melded rate that takes into account the average percentage of calls that utilize Tandem Switching in these scenarios. BellSouth shall apply the melded Tandem Switching rate for every call in these scenarios. BellSouth shall utilize the melded Tandem Switching Rate until BellSouth has the capability to measure actual Tandem Switch usage in each call scenario specifically mentioned above, at which point the rate for the actual Tandem Switch usage shall apply. The UNE Call Flows applicable to UNE-P set forth on BellSouth's website   at http://interconnection.bellsouth.com/guides/unedocs/2wireGrdULPSComb.pdf illustrate when the full or melded Tandem Switching rates apply for specific scenarios.

2. All of the other provisions of the Agreement, dated May 18, 2001, 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 Agreement the day and year written below.

BellSouth Telecommunications, Inc.	**NewSouth Communications, Corp.**
By: _____	By: _____
Name: KRISTEN E, ROWE	Name: Jake E. Jennings
Title: DIRECTOR	Title: VP, Regulatory Affairs
Date: 8/18/04	Date: August 13, 2004

Exhibit 1

CATEGORY		RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES ($)						Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
UNBUNDLED NETWORK ELEMENTS - Alabama															**Attachment: 2**		**Exhibit: C**	
							Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates ($)					
								First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE																		
	Tandem Switching (Port Usage) (Local or Access Tandem)																	
		Tandem Switching Function Per MOU (Melded)					0.000040993											
		Tandem Trunk Port - Shared, Per MOU (Melded)					0.000086947											
		Melded Factor: 43.15% of the Tandem Rate																

[CCCS Amendment 3 of 11]

Exhibit 1

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	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE																	
	Tandem Switching (Port Usage) (Local or Access Tandem)																
		Tandem Switching Function Per MOU (Melded)					0.000027185										
		Tandem Trunk Port - Shared, Per MOU (Melded)					0.000048434										
		Melded Factor: 20.61% of the Tandem Rate															

UNBUNDLED NETWORK ELEMENTS - Florida   Attachment: 2   Exhibit: C

Exhibit 1

												Attachment: 2		Exhibit: C	

UNBUNDLED NETWORK ELEMENTS - Georgia

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	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE																	
	Tandem Switching (Port Usage) (Local or Access Tandem)																
	Tandem Switching Function Per MOU (Melded)					0.000017904											
	Tandem Trunk Port - Shared, Per MOU (Melded)					0.00002868											
	Melded Factor: 18.42% of the Tandem Rate																

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Exhibit 1

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	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE																
	Tandem Switching (Port Usage) (Local or Access Tandem)															
	Tandem Switching Function Per MOU (Melded)					0.000094381										
	Tandem Trunk Port - Shared, Per MOU (Melded)					0.000117538										
	Melded Factor: 48.65% of the Tandem Rate															

UNBUNDLED NETWORK ELEMENTS - Kentucky — Attachment: 2 — Exhibit: C

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Exhibit 1

UNBUNDLED NETWORK ELEMENTS - Louisiana													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	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE																	
	Tandem Switching (Port Usage) (Local or Access Tandem)																
		Tandem Switching Function Per MOU (Melded)					0.000035296										
		Tandem Trunk Port - Shared, Per MOU (Melded)					0.000073438										
		Melded Factor: 33.08% of the Tandem Rate															

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Exhibit 1

CATEGORY			RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES ($)						Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
UNBUNDLED NETWORK ELEMENTS - Mississippi																**Attachment: 2**		**Exhibit: C**	
									Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates ($)					
										First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE																			
	Tandem Switching (Port Usage) (Local or Access Tandem)																		
		Tandem Switching Function Per MOU (Melded)							0.000063441										
		Tandem Trunk Port - Shared, Per MOU (Melded)							0.000067307										
		Melded Factor: 36.82% of the Tandem Rate																	

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Exhibit 1

CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES ($)					Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
UNBUNDLED NETWORK ELEMENTS - North Carolina													**Attachment: 2**		**Exhibit: C**	
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates ($)					
							First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE																
	Tandem Switching (Port Usage) (Local or Access Tandem)															
	Tandem Switching Function Per MOU (Melded)					0.00024618										
	Tandem Trunk Port - Shared, Per MOU (Melded)					0.00012309										
	Melded Factor: 41.03% of the Tandem Rate															

Exhibit 1

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	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE																	
	Tandem Switching (Port Usage) (Local or Access Tandem)																
		Tandem Switching Function Per MOU (Melded)					0.00004951										
		Tandem Trunk Port - Shared, Per MOU (Melded)					0.000086749										
		Melded Factor: 30.30% of the Tandem Rate																

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Exhibit 1

								RATES ($)					Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
UNBUNDLED NETWORK ELEMENTS - Tennessee																	**Attachment: 2**	**Exhibit: C**
CATEGORY		**RATE ELEMENTS**	**Interim**	**Zone**	**BCS**	**USOC**												
								Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates ($)					
									First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE																		
	Tandem Switching (Port Usage) (Local or Access Tandem)																	
		Tandem Switching Function Per MOU						0.0009778										
		Tandem Switching Function Per MOU (Melded)						0.000380364										
		Melded Factor: 38.90% of the Tandem Rate																