

**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 15 (fifteen) days after the date of the last signature executing the Amendment (Effective Date).

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 replace the language in Section 6.54 with the following:

6.5.4 Rearrangements

- 6.5.4.1 Rearrangement of a dedicated transport or combination that includes dedicated transport that requires a CFA change: A request to move a working NewSouth circuit from one CFA to another CFA, where both CFAs terminate in the same BellSouth Central Office (Change in CFA), shall not constitute the establishment of new service. The applicable rates set forth in Exhibit A shall apply.
- 6.5.4.2 Requests to reterminate one end of a facility that is not a Change in CFA constitute the establishment of new service and require disconnection of existing service and the applicable rates set forth in Exhibit A shall apply.
- 6.5.4.3 Upon request of NewSouth, BellSouth shall project manage the Change in CFA or retermination of Dedicated Transport and combinations that include transport as described in Sections 6.5.4.1 and 6.5.4.2 and NewSouth may request OC-TS for such orders and such OC-TS will be available at times designated by NewSouth 24 hours a day, 7 days a week (except holidays).
- 6.5.4.4 BellSouth shall accept a LOA between NewSouth and another carrier that will allow NewSouth to connect Dedicated Transport, or Combination that includes Dedicated Transport to the other carrier's collocation space.
- 6.5.4.5 Rearrangement of an EEL to a standalone UNE Loop that requires a CFA change: NewSouth may utilize the EEL to UNE Loop (UNE-L)

Retermination process, as described in BellSouth's guides available on its web site, to disconnect an EEL circuit and reterminate the Loop portion of the former EEL circuit to a collocation arrangement in the End User Serving Wire Center as a standalone UNE Loop. When using this process, the existing Loop portion of the EEL will be re-used and the resulting standalone Loop will be subject to the rates, terms and conditions for that particular Loop as set forth in this Attachment. This process will apply only to EELs that include as a part of its combination a DS1 Loop, UVL-SL2 Loop, 4-Wire UDL Loop (64, 56 kbs) and a 2-Wire ISDN Loop.

6.5.4.6 BellSouth shall charge the applicable EEL to UNE-L Retermination rates found in Exhibit A. NewSouth shall also be charged applicable manual service order, collocation cross-connect and EEL disconnect charges, to the extent not already paid, are as set forth in Exhibit A.

6.5.4.7 The EEL to UNE-L Retermination process is not available when the Rearrangement requires a dispatch outside the serving wire center where the Loop terminates. If an outside dispatch is required, or if NewSouth elects not to utilize the EEL to UNE-L Retermination process, NewSouth must submit an LSR to disconnect the entire EEL circuit, and must submit a separate LSR for the requested standalone Loop. In such cases, NewSouth will be charged the EEL disconnect charges and the full non-recurring rates for installation of a new Loop, as set forth in Exhibit A.

2. The Parties agree to delete the rates for Service Rearrangements in Attachment 2, Exhibit A and add the rates for Rearrangements and Service Rearrangements to Exhibit A of Attachment 1, as set forth in Exhibit 1, attached hereto and by reference incorporated into this Amendment.
3. All of the other provisions of the Agreement dated May 18, 2001 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.

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

BellSouth Telecommunications, Inc.

NewSouth Communications, Corp.

By: Kristen E. Shore

By: Susan J. Berlin

Name: Kristen E. Shore

Name: Susan J. Berlin

Title: Director

Title: VP, Senior Regulatory Counsel

Date: 12/13/05

Date: 12-12-2005

UNBUNDLED NETWORK ELEMENTS - Alabama															
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment 2 Exh A			
						Rec	Nonrecurring		Nonrecurring Disconnect			OSS Rates(\$)			
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED EXCHANGE ACCESS LOOP															
	Rearrangements														
	EEL to UNE-L Retermination, per 2 Wire Unbundled Voice Loop-SL2			UEA	UREEL		87.72	36.36							
	EEL to UNE-L Retermination, per 4 Wire Unbundled Voice Loop			UEA	UREEL		87.72	36.36							
	EEL to UNE-L Retermination, per 2 Wire ISDN Loop			UDN	UREEL		91.63	44.16							
	EEL to UNE-L Retermination, per 4 Wire Unbundled Digital Loop			UDL	UREEL		102.13	49.75							
	EEL to UNE-L Retermination, per 4 Wire Unbundled DS1 Loop			USL	UREEL		101.09	43.05							
ADDITIONAL NETWORK ELEMENTS															
	Service Rearrangements														
	NRC - Change in Facility Assignment per circuit Service Rearrangement	I		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNCVX, UNCDX, UNC1X	URETD		101.09	43.05							
	NRC - Change in Facility Assignment per circuit Project Management (added to CFA per circuit if project managed)	I		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNCVX, UNCDX, UNC1X	URETB		1.28	1.28							
	NRC - Order Coordination Specific Time - Dedicated Transport	I		UNC1X	OCOSR		18.93	18.93							

UNBUNDLED NETWORK ELEMENTS - Florida															
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment 2 Exh A			
						Rec	Nonrecurring		Nonrecurring Disconnect			OSS Rates(\$)			
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED EXCHANGE ACCESS LOOP															
	Rearrangements														
	EEL to UNE-L Retermination, per 2 Wire Unbundled Voice Loop-SL2			UEA	UREEL		87.71	36.35							
	EEL to UNE-L Retermination, per 4 Wire Unbundled Voice Loop			UEA	UREEL		87.71	36.35							
	EEL to UNE-L Retermination, per 2 Wire ISDN Loop			UDN	UREEL		91.61	44.15							
	EEL to UNE-L Retermination, per 4 Wire Unbundled Digital Loop			UDL	UREEL		102.11	49.74							
	EEL to UNE-L Retermination, per 4 Wire Unbundled DS1 Loop			USL	UREEL		101.07	43.04							
ADDITIONAL NETWORK ELEMENTS															
	Service Rearrangements														
	NRC - Change in Facility Assignment per circuit Service Rearrangement	I		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNCVX, UNCDX, UNC1X	URETD		101.07	43.04							
	NRC - Change in Facility Assignment per circuit Project Management (added to CFA per circuit if project managed)	I		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNCVX, UNCDX, UNC1X	URETB		1.28	1.28							
	NRC - Order Coordination Specific Time - Dedicated Transport	I		UNC1X	OCOSR		18.90	18.90							

UNBUNDLED NETWORK ELEMENTS - Georgia															
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment 2 Exh A			
						Rec	Nonrecurring		Nonrecurring Disconnect			OSS Rates(\$)			
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED EXCHANGE ACCESS LOOP															
	Rearrangements														
	EEL to UNE-L Retermination, per 2 Wire Unbundled Voice Loop-SL2			UEA	UREEL		79.85	24.65							
	EEL to UNE-L Retermination, per 4 Wire Unbundled Voice Loop			UEA	UREEL		79.85	24.65							
	EEL to UNE-L Retermination, per 2 Wire ISDN Loop			UDN	UREEL		120.98	33.02							
	EEL to UNE-L Retermination, per 4 Wire Unbundled Digital Loop			UDL	UREEL		102.13	49.75							
	EEL to UNE-L Retermination, per 4 Wire Unbundled DS1 Loop			USL	UREEL		100.91	42.97							
ADDITIONAL NETWORK ELEMENTS															
	Service Rearrangements														
	NRC - Change in Facility Assignment per circuit Service Rearrangement	I		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNCVX, UNCDX, UNC1X	URETD		100.91	42.97							
	NRC - Change in Facility Assignment per circuit Project Management (added to CFA per circuit if project managed)	I		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNCVX, UNCDX, UNC1X	URETB		1.28	1.28							
	NRC - Order Coordination Specific Time - Dedicated Transport	I		UNC1X	OCOSR		18.89	18.89							

UNBUNDLED NETWORK ELEMENTS - Kentucky															
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment 2 Exh A			
						Rec	Nonrecurring		Nonrecurring Disconnect			OSS Rates(\$)			
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED EXCHANGE ACCESS LOOP															
	Rearrangements														
	EEL to UNE-L Retermination, per 2 Wire Unbundled Voice Loop-SL2			UEA	UREEL		87.72	36.36							
	EEL to UNE-L Retermination, per 4 Wire Unbundled Voice Loop			UEA	UREEL		87.72	36.36							
	EEL to UNE-L Retermination, per 2 Wire ISDN Loop			UDN	UREEL		91.63	44.16							
	EEL to UNE-L Retermination, per 4 Wire Unbundled Digital Loop			UDL	UREEL		102.13	49.75							
	EEL to UNE-L Retermination, per 4 Wire Unbundled DS1 Loop			USL	UREEL		101.09	43.04							
ADDITIONAL NETWORK ELEMENTS															
	Service Rearrangements														
	NRC - Change in Facility Assignment per circuit Service Rearrangement	I		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNCVX, UNCDX, UNC1X	URETD		101.09	43.04							
	NRC - Change in Facility Assignment per circuit Project Management (added to CFA per circuit if project managed)	I		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNCVX, UNCDX, UNC1X	URETB		1.28	1.28							
	NRC - Order Coordination Specific Time - Dedicated Transport	I		UNC1X	OCOSR		18.87	18.87							

UNBUNDLED NETWORK ELEMENTS - Louisiana															
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment 2 Exh A			
						Rec	Nonrecurring		Nonrecurring Disconnect			OSS Rates(\$)			
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED EXCHANGE ACCESS LOOP															
	Rearrangements														
	EEL to UNE-L Retermination, per 2 Wire Unbundled Voice Loop-SL2			UEA	UREEL		87.59	36.30							
	EEL to UNE-L Retermination, per 4 Wire Unbundled Voice Loop			UEA	UREEL		87.59	36.30							
	EEL to UNE-L Retermination, per 2 Wire ISDN Loop			UDN	UREEL		91.49	44.09							
	EEL to UNE-L Retermination, per 4 Wire Unbundled Digital Loop			UDL	UREEL		101.97	49.67							
	EEL to UNE-L Retermination, per 4 Wire Unbundled DS1 Loop			USL	UREEL		100.93	42.98							
ADDITIONAL NETWORK ELEMENTS															
	Service Rearrangements														
	NRC - Change in Facility Assignment per circuit Service Rearrangement	I		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNCVX, UNCDX, UNC1X	URETD		100.93	42.98							
	NRC - Change in Facility Assignment per circuit Project Management (added to CFA per circuit if project managed)	I		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNCVX, UNCDX, UNC1X	URETB		1.28	1.28							
	NRC - Order Coordination Specific Time - Dedicated Transport	I		UNC1X	OCOSR		18.85	18.85							

UNBUNDLED NETWORK ELEMENTS - Mississippi															
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment 2 Exh A			
						Rec	Nonrecurring		Nonrecurring Disconnect			OSS Rates(\$)			
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED EXCHANGE ACCESS LOOP															
	Rearrangements														
	EEL to UNE-L Retermination, per 2 Wire Unbundled Voice Loop-SL2			UEA	UREEL		87.56	36.29							
	EEL to UNE-L Retermination, per 4 Wire Unbundled Voice Loop			UEA	UREEL		87.56	36.29							
	EEL to UNE-L Retermination, per 2 Wire ISDN Loop			UDN	UREEL		91.46	44.07							
	EEL to UNE-L Retermination, per 4 Wire Unbundled Digital Loop			UDL	UREEL		101.94	49.66							
	EEL to UNE-L Retermination, per 4 Wire Unbundled DS1 Loop			USL	UREEL		100.90	42.96							
ADDITIONAL NETWORK ELEMENTS															
	Service Rearrangements														
	NRC - Change in Facility Assignment per circuit Service Rearrangement	I		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNCVX, UNCDX, UNC1X	URETD		100.90	42.96							
	NRC - Change in Facility Assignment per circuit Project Management (added to CFA per circuit if project managed)	I		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNCVX, UNCDX, UNC1X	URETB		1.28	1.28							
	NRC - Order Coordination Specific Time - Dedicated Transport	I		UNC1X	OCOSR		18.87	18.87							

UNBUNDLED NETWORK ELEMENTS - North Carolina															
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment 2 Exh A			
						Rec	Nonrecurring		Nonrecurring Disconnect			OSS Rates(\$)			
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED EXCHANGE ACCESS LOOP															
	Rearrangements														
	EEL to UNE-L Retermination, per 2 Wire Unbundled Voice Loop-SL2			UEA	UREEL		87.49	36.26							
	EEL to UNE-L Retermination, per 4 Wire Unbundled Voice Loop			UEA	UREEL		87.49	36.26							
	EEL to UNE-L Retermination, per 2 Wire ISDN Loop			UDN	UREEL		91.39	44.04							
	EEL to UNE-L Retermination, per 4 Wire Unbundled Digital Loop			UDL	UREEL		101.86	49.62							
	EEL to UNE-L Retermination, per 4 Wire Unbundled DS1 Loop			USL	UREEL		100.82	42.93							
ADDITIONAL NETWORK ELEMENTS															
	Service Rearrangements														
	NRC - Change in Facility Assignment per circuit Service Rearrangement	I		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNCVX, UNCDX, UNC1X	URETD		100.82	42.93							
	NRC - Change in Facility Assignment per circuit Project Management (added to CFA per circuit if project managed)	I		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNCVX, UNCDX, UNC1X	URETB		1.29	1.29							
	NRC - Order Coordination Specific Time - Dedicated Transport	I		UNC1X	OCOSR		18.89	18.89							

UNBUNDLED NETWORK ELEMENTS - South Carolina															
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment 2 Exh A			
						Rec	Nonrecurring		Nonrecurring Disconnect			OSS Rates(\$)			
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED EXCHANGE ACCESS LOOP															
	Rearrangements														
	EEL to UNE-L Retermination, per 2 Wire Unbundled Voice Loop-SL2			UEA	UREEL		87.90	36.44							
	EEL to UNE-L Retermination, per 4 Wire Unbundled Voice Loop			UEA	UREEL		87.90	36.44							
	EEL to UNE-L Retermination, per 2 Wire ISDN Loop			UDN	UREEL		91.82	44.25							
	EEL to UNE-L Retermination, per 4 Wire Unbundled Digital Loop			UDL	UREEL		102.34	49.85							
	EEL to UNE-L Retermination, per 4 Wire Unbundled DS1 Loop			USL	UREEL		101.30	43.13							
ADDITIONAL NETWORK ELEMENTS															
	Service Rearrangements														
	NRC - Change in Facility Assignment per circuit Service Rearrangement	I		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNCVX, UNCDX, UNC1X	URETD		101.30	43.13							
	NRC - Change in Facility Assignment per circuit Project Management (added to CFA per circuit if project managed)	I		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNCVX, UNCDX, UNC1X	URETB		1.28	1.28							
	NRC - Order Coordination Specific Time - Dedicated Transport	I		UNC1X	OCOSR		18.90	18.90							

UNBUNDLED NETWORK ELEMENTS - Tennessee														Attachment 2 Exh 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 First	Disconnect Add'l						
												SOME C	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED EXCHANGE ACCESS LOOP																
Rearrangements																
	EEL to UNE-L Retermination, per 2 Wire Unbundled Voice Loop-SL2			UEA	UREEL		75.06	36.41								
	EEL to UNE-L Retermination, per 4 Wire Unbundled Voice Loop			UEA	UREEL		75.06	36.41								
	EEL to UNE-L Retermination, per 2 Wire ISDN Loop			UDN	UREEL		91.77	44.22								
	EEL to UNE-L Retermination, per 4 Wire Unbundled Digital Loop			UDL	UREEL		102.28	49.82								
	EEL to UNE-L Retermination, per 4 Wire Unbundled DS1 Loop			USL	UREEL		130.47	40.11								
ADDITIONAL NETWORK ELEMENTS																
Service Rearrangements																
	NRC - Change in Facility Assignment per circuit Service Rearrangement	I		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNCVX, UNCDX, UNC1X	URETD		130.47	40.11								
	NRC - Change in Facility Assignment per circuit Project Management (added to CFA per circuit if project managed)	I		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNCVX, UNCDX, UNC1X	URETB		1.28	1.28								
	NRC - Order Coordination Specific Time - Dedicated Transport	I		UNC1X	OCOSR		18.93	18.93								