

**Amendment to the Agreement  
Between  
WebShoppe Communications, Inc.  
and  
BellSouth Telecommunications, Inc.  
Dated October 1, 2002**

Pursuant to this Amendment, (the "Amendment"), WebShoppe Communications, Inc. (Webshoppe), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated October 1, 2002 ("Agreement") to be effective thirty (30) calendar days after the date of the last signature executing the Amendment.

WHEREAS, BellSouth and Webshoppe entered into the Agreement on October 1, 2002, and;

WHEREAS, BellSouth and Webshoppe 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;

WHEREAS, BellSouth and Webshoppe are amending the Agreement to incorporate Melded Tandem Switching terms, conditions and rates and to modify WebShoppe's Notices Information; 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 4.3 and the associated rates as set forth in Exhibit 1 of this Amendment, attached hereto and incorporated herein by this reference.
  - 4.3.1.1 Where Webshoppe 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 set forth on BellSouth's website, as amended from time to time and incorporated herein by this reference, illustrate when the full or melded Tandem Switching rates apply for specific scenarios.

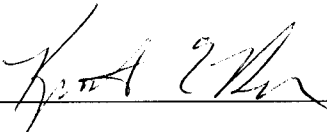
2. The Parties agree to delete in their entirety all rate elements and USOCs identified as “Local Number Portability charges” in Exhibit A of Attachment 2, as specified by the following USOCs: LNPCX, LNPCP, LNPCN, and LNPCC.
3. The Parties agree to add the following language as Sections 4.1.1 and 5.3.8 of Attachment 2:
  - In addition to other charges specified in this Agreement for Local Number Portability Webshoppe shall pay to BellSouth the Local Number Portability charges as set forth in Section 13 of the BellSouth FCC No. 1 Tariff.
4. The Parties agree to delete WebShoppe's information in Section 20.1 of General Terms and Conditions and replace with the following:

WebShoppe Communications, Inc.

Bill Buchalter  
16 Broad Street  
Suite 1  
Alexander City, Alabama 35010  
bill@buchalter.net
5. All of the other provisions of the Agreement, dated October 1, 2002, shall remain in full force and effect.
6. 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.**


By: 

Name: Kristen E. Rowe

Title: Director

Date: 06-15-04

**WebShoppe Communications, Inc.**

By: 

Name: William D. Dethlefs

Title: President

Date: 6-8-04

UNBUNDLED NETWORK ELEMENTS - Alabama												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

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
UNBUNDLED LOCAL SWITCHING, PORT USAGE																
	End Office Switching (Port Usage)															
		End Office Switching Function, Per MOU						0.0007662								
		End Office Trunk Port - Shared, Per MOU						0.000164								
	Tandem Switching (Port Usage) (Local or Access Tandem)															
		Tandem Switching Function Per MOU						0.0001319								
		Tandem Trunk Port - Shared, Per MOU						0.000235								
		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														
	Common Transport															
		Common Transport - Per Mile, Per MOU						0.0000035								
		Common Transport - Facilities Termination Per MOU						0.0004372								

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 (\$)					
									First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE																		
	End Office Switching (Port Usage)																	
		End Office Switching Function, Per MOU						0.0006153										
		End Office Trunk Port - Shared, Per MOU						0.0001226										
	Tandem Switching (Port Usage) (Local or Access Tandem)																	
		Tandem Switching Function Per MOU						0.0000972										
		Tandem Trunk Port - Shared, Per MOU						0.0001557										
		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																
	Common Transport																	
		Common Transport - Per Mile, Per MOU						0.0000027										
		Common Transport - Facilities Termination Per MOU						0.0001914										

UNBUNDLED NETWORK ELEMENTS - Kentucky											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 LOCAL SWITCHING, PORT USAGE																
	End Office Switching (Port Usage)															
		End Office Switching Function, Per MOU					0.0011971									
		End Office Trunk Port - Shared, Per MOU					0.0002112									
	Tandem Switching (Port Usage) (Local or Access Tandem)															
		Tandem Switching Function Per MOU					0.000194									
		Tandem Trunk Port - Shared, Per MOU					0.0002416									
		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														
	Common Transport															
		Common Transport - Per Mile, Per MOU					0.000003									
		Common Transport - Facilities Termination Per MOU					0.0007466									

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 LOCAL SWITCHING, PORT USAGE																		
	End Office Switching (Port Usage)																	
		End Office Switching Function, Per MOU						0.001868										
		End Office Trunk Port - Shared, Per MOU						0.00018										
	Tandem Switching (Port Usage) (Local or Access Tandem)																	
		Tandem Switching Function Per MOU						0.0001067										
		Tandem Trunk Port - Shared, Per MOU						0.000222										
		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																
	Common Transport																	
		Common Transport - Per Mile, Per MOU						0.0000032										
		Common Transport - Facilities Termination Per MOU						0.0003748										



UNBUNDLED NETWORK ELEMENTS - Mississippi											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 LOCAL SWITCHING, PORT USAGE																		
	End Office Switching (Port Usage)																	
								0.0010269										
								0.000161										
	Tandem Switching (Port Usage) (Local or Access Tandem)																	
								0.0001723										
								0.0001828										
								0.000063441										
								0.000067307										
	Melded Factor: 36.82% of the Tandem Rate																	
	Common Transport																	
								0.0000026										
								0.0004541										

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
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)				
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE															
	End Office Switching (Port Usage)														
	End Office Switching Function, Per MOU					0.0015									
	End Office Trunk Port - Shared, Per MOU					0.00023									
	Tandem Switching (Port Usage) (Local or Access Tandem)														
	Tandem Switching Function Per MOU					0.0006									
	Tandem Trunk Port - Shared, Per MOU					0.0003									
	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														
	Common Transport														
	Common Transport - Per Mile, Per MOU					0.00001									
	Common Transport - Facilities Termination Per MOU					0.00034									

UNBUNDLED NETWORK ELEMENTS - South 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	
										Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)			
											First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE																		
	End Office Switching (Port Usage)																	
		End Office Switching Function, Per MOU								0.0010519								
		End Office Trunk Port - Shared, Per MOU								0.0002136								
	Tandem Switching (Port Usage) (Local or Access Tandem)																	
		Tandem Switching Function Per MOU								0.0001634								
		Tandem Trunk Port - Shared, Per MOU								0.0002863								
		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																
	Common Transport																	
		Common Transport - Per Mile, Per MOU								0.0000045								
		Common Transport - Facilities Termination Per MOU								0.0004095								

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