

**Amendment to the Agreement
Between
Z-Tel Communications, Inc.
and
BellSouth Telecommunications, Inc.
Dated April 18, 2003**

Kentucky

Pursuant to this Amendment, (the "Amendment"), Z-Tel Communications, Inc. ("Z-Tel"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement for Kentucky between the Parties dated April 18, 2003, ("Agreement") to be effective ten (10) days following the date of the last signature executing the Amendment.

WHEREAS, BellSouth and Z-Tel entered into the Agreement on April 18, 2003, 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 3, Section 4.1, and the associated rates as set forth in Exhibit 1 of this Amendment, attached hereto and incorporated herein by this reference.
 - 4.1.2 Where Z-Tel 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 add the following provision to Attachment 3, Section 14, and the associated rates as set forth in Exhibit 2 of this Amendment, attached hereto and incorporated herein by this reference.

- 14.1.1 When a BellSouth technician is required to be dispatched to provision the Loop, BellSouth will tag the Loop with the Circuit ID number and the name of the ordering CLEC. When a dispatch is not required to provision the Loop, BellSouth will tag the Loop on the next required visit to the End User's location. If Z-Tel wants to ensure the Loop is tagged during the provisioning process for Loops that may not require a dispatch (e.g., UVL-SL1, UVL-SL2, and UCL-ND), Z-Tel may order Loop Tagging. Rates for Loop Tagging are as set forth in Attachment 1 – Table 1.
3. All of the other provisions of the Agreement, dated April 18, 2003, shall remain 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.

By: 

Name: Kristen E. Rowe

Title: Director

Date: 6/21/04

Z-Tel Communications, Inc.

By: 

Name: DONALD C. DAVES

Title: SR VICE PRESIDENT

Date: 6/17/04

Z-Tel Communications, Inc. -- KY -- MTSR and LT Amendment

[CCCS Amendment 3 of 6]

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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

UNBUNDLED NETWORK ELEMENTS - Kentucky													
CATEGORY		RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	
							Rec	Nonrecurring		Nonrecurring Disconnect			
								First	Add'l	First	Add'l	SOMECD	SOMAN
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES													
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)												
	ADDITIONAL NRCs												
		Unbundled Miscellaneous Rate Element, Tag Loop at End User Premise			UEPRX	URETL		12.88	1.43				
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)												
	ADDITIONAL NRCs												
		Unbundled Miscellaneous Rate Element, Tag Loop at End User Premise			UEPBX	URETL		12.88	1.43				
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES - PBX)												
	ADDITIONAL NRCs												
		Unbundled Miscellaneous Rate Element, Tag Loop at End User Premise			UEPRG	URETL		12.88	1.43				
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)												
	ADDITIONAL NRCs												
		Unbundled Miscellaneous Rate Element, Tag Loop at End User Premise			UEPPX	URETL		12.88	1.43				
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE ANALOG LINE COIN PORT												
	ADDITIONAL NRCs												
		Unbundled Miscellaneous Rate Element, Tag Loop at End User Premise			UEPCO	URETL		12.88	1.43				
	2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (RES)												
	ADDITIONAL NRCs												
		Unbundled Miscellaneous Rate Element, Tag Designed Loop at End User Premise			UEPFR	URETN		19.57	1.72				
	2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (BUS)												
	ADDITIONAL NRCs												
		Unbundled Miscellaneous Rate Element, Tag Designed Loop at End User Premise			UEPFB	URETN		19.57	1.72				
	2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (PBX)												
	ADDITIONAL NRCs												
		Unbundled Miscellaneous Rate Element, Tag Designed Loop at End User Premise			UEPFP	URETN		19.57	1.72				
	2-WIRE VOICE GRADE LOOP- BUS ONLY - WITH 2-WIRE DID TRUNK PORT												
	ADDITIONAL NRCs												
		Unbundled Miscellaneous Rate Element, Tag Loop at End User Premise			UEPPX	URETN		19.57	1.72				
	2-WIRE ISDN DIGITAL GRADE LOOP WITH 2-WIRE ISDN DIGITAL LINE SIDE PORT												
	ADDITIONAL NRCs												

UNBUNDLED NETWORK ELEMENTS - Kentucky														
CATEGORY		RATE ELEMENTS	Interim	Zone	BCS		USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	
								Rec	Nonrecurring		Nonrecurring Disconnect			
									First	Add'l	First	Add'l	SOME C	SOMAN
		Unbundled Miscellaneous Rate Element, Tag Loop at End User Premise			UEPPB	UEPPR	URETL		12.88	1.43				
		Unbundled Miscellaneous Rate Element, Tag Design Loop at End Use Premise			UEPPB	UEPPR	URETN		19.57	1.72				
UNBUNDLED CENTREX PORT/LOOP COMBINATIONS - COST BASED RATES														
	UNE-P CENTREX - 1AESS - (Valid in AL,FL,GA,KY,LA,MS,&TN only)													
	Additional Non-Recurring Charges (NRC)													
		Unbundled Miscellaneous Rate Element, Tag Loop at End Use Premise			UEP91		URETL		12.88	1.43				
		Unbundled Miscellaneous Rate Element, Tag Design Loop at End Use Premise			UEP91		URETN		19.57	1.72				
	UNE-P CENTREX - 5ESS (Valid in All States)													
	Additional Non-Recurring Charges (NRC)													
		Unbundled Miscellaneous Rate Element, Tag Loop at End Use Premise			UEP95		URETL		12.88	1.43				
		Unbundled Miscellaneous Rate Element, Tag Design Loop at End Use Premise			UEP95		URETN		19.57	1.72				
	UNE-P CENTREX - DMS100 (Valid in All States)													
	Additional Non-Recurring Charges (NRC)													
		Unbundled Miscellaneous Rate Element, Tag Loop at End Use Premise			UEP9D		URETL		12.88	1.43				
		Unbundled Miscellaneous Rate Element, Tag Design Loop at End Use Premise			UEP9D		URETN		19.57	1.72				
	UNE-P CENTREX - EWSD (Valid in AL, FL, KY, LA, MS & TN)													
	Additional Non-Recurring Charges (NRC)													
		Unbundled Miscellaneous Rate Element, Tag Loop at End Use Premise			UEP9E		URETL		12.88	1.43				
		Unbundled Miscellaneous Rate Element, Tag Design Loop at End Use Premise			UEP9E		URETN		19.57	1.72				
	UNE-P CENTREX - DCO - Valid in AL, KY, LA, MS, & TN)													
	Additional Non-Recurring Charges (NRC)													
		Unbundled Miscellaneous Rate Element, Tag Loop at End Use Premise			UEP93		URETL		12.88	1.43				
		Unbundled Miscellaneous Rate Element, Tag Design Loop at End Use Premise			UEP93		URETN		19.57	1.72				