

**Amendment to the Agreement  
Between  
e-Tel, LLC  
and  
BellSouth Telecommunications, Inc.  
Dated September 27, 2002**

Pursuant to this Amendment, (the "Amendment"), e-Tel, LLC ("e-Tel"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated September 27, 2002 ("Agreement") to be effective 30 days after the date of the last signature executing the Amendment.

WHEREAS, BellSouth and e-Tel entered into the Agreement on September 27, 2002, and;

WHEREAS, both Parties agree that an initial New Installation of a 2-Wire Port/Loop Combination- Residence line provisioned at a Location where QuickServe is available on the line shall incur a QuickServe Non-Recurring Charge (NRC) at the NRC Currently Combined Conversion Rate set forth in the Agreement and that any initial New Installation of a 2-Wire Port/Loop Combination - Residence line provisioned at a location where QuickServe is not available, shall incur the Not Currently Combined NRC, First and Additional rates set forth in the Agreement;

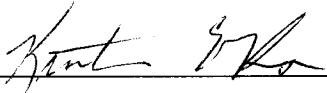
NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

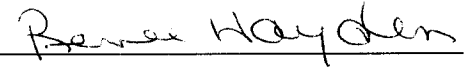
1. The Parties agree to incorporate into Attachment 2 of the Agreement the rates and USOCs as set forth in Exhibit 1 of this Amendment attached hereto and incorporated herein by this reference.
2. All of the other provisions of the Agreement, dated September 27, 2002, shall remain in full force and effect.
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 Amendment the day and year written below.

**BellSouth Telecommunications, Inc.**

**e-Tel, LLC**

By: 

By: 

Name: Kristen Rowe

Name: Renee Hayden

Title: Director

Title: manager

Date: 11/22/04

Date: 11-9-04

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
						Rec	Nonrecurring		Nonrecurring Disconnect						
							First	Add'l	First	Add'l	SOMEc	SOMAN	SOMAN	SOMAN	SOMAN
<b>UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES</b>															
<b>NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED</b>															
	2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service			UEPRX	URECC		0.10								

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		SOME C	SOMAN	OSS Rates (\$)		
							First	Add'l	First	Add'l			SOMAN	SOMAN	SOMAN
<b>UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES</b>															
<b>NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED</b>															
	2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service			UEPRX	URECC		0.102								

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						
							First	Add'l	First	Add'l	SOMEc	SOMAN	SOMAN	SOMAN	SOMAN
<b>UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES</b>															
<b>NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED</b>															
	2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service			UEPRX	URECC		0.10								

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						
							First	Add'l	First	Add'l	SOMEc	SOMAN	SOMAN	SOMAN	SOMAN
<b>UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES</b>															
<b>NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED</b>															
	2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service			UEPRX	URECC		0.10								

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						
							First	Add'l	First	Add'l	SOMEc	SOMAN	SOMAN	SOMAN	SOMAN
<b>UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES</b>															
<b>NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED</b>															
	2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service			UEPRX	URECC		0.10								

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						
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
<b>UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES</b>															
<b>NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED</b>															
	2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service			UEPRX	URECC		0.0988								



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						
							First	Add'l	First	Add'l	SOMEc	SOMAN	SOMAN	SOMAN	SOMAN
<b>UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES</b>															
<b>NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED</b>															
	2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service			UEPRX	URECC		2.77								

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						
							First	Add'l	First	Add'l	SOMEc	SOMAN	SOMAN	SOMAN	SOMAN
<b>UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES</b>															
<b>NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED</b>															
	2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service			UEPRX	URECC		0.10								

UNBUNDLED NETWORK ELEMENTS - Tennessee														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 First	Add'l	Nonrecurring Disconnect First							Add'l	SOMEc
<b>UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES</b>																	
<b>NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED</b>																	
	2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service			UEPRX	URECC		1.03					15.69					

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
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)				
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
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UNBUNDLED NETWORK ELEMENTS - Florida										Attachment: 2		Exhibit: A			
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<b>UNBUNDLED PORT/LOOP COMBINATIONS - MARKET RATES</b>															
<b>NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED</b>															
	2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service			UEPRX	URECC		41.50								

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<b>UNBUNDLED PORT/LOOP COMBINATIONS - MARKET RATES</b>															
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													Rec	Nonrecurring		Nonrecurring Disconnect		SOME	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
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							First	Add'l	First	Add'l	SOMEc	SOMAN	SOMAN	SOMAN	SOMAN
<b>UNBUNDLED PORT/LOOP COMBINATIONS - MARKET RATES</b>															
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										Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)
							First	Add'l	First	Add'l	SOMEK	SOMAN	SOMAN	SOMAN	SOMAN
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UNBUNDLED NETWORK ELEMENTS - Tennessee											Attachment: 2		Exhibit: A		
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<b>UNBUNDLED PORT/LOOP COMBINATIONS - MARKET RATES</b>															
<b>NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED</b>															
	2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service			UEPRX	URECC		41.50					15.69			