

**Amendment to the
Interconnection Agreement
Between**

**Sprint Communications Company Limited Partnership
Sprint Communications Company L.P.
Sprint Spectrum L. P.**

And

**BellSouth Telecommunications, Inc.
Dated January 1, 2001**

Pursuant to this Amendment, (Amendment), Sprint Communications Company Limited Partnership and Sprint Communications Company L.P., (collectively referred to as "Sprint CLEC"), a Delaware Limited Partnership, and Sprint Spectrum L.P., a Delaware limited partnership, as agent and General Partner for WirelessCo. L.P., a Delaware limited partnership, and SprintCom, Inc., a Kansas corporation, all foregoing entities jointly d/b/a Sprint PCS (Sprint PCS), (Sprint), and BellSouth Telecommunications, Inc. (BellSouth), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated January 1, 2001 (Agreement) to be effective thirty (30) calendar days after the date of the last signature executing the Amendment.

WHEREAS, BellSouth and Sprint entered into the Agreement on January 1, 2001, and;

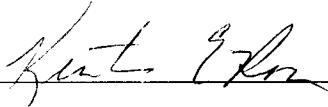
NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

1. The Parties agree to add the following provision to Attachment 2, Section 11.1 and the associated rates as set forth in Exhibit 1 of this Amendment, attached hereto and incorporated herein by this reference.
 - 11.1.1 Where Sprint 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. All of the other provisions of the Agreement, dated January 1, 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.

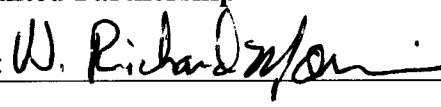
By: 

Name: Kristen E. Rowe

Title: Director

Date: 2/2/05

**Sprint Communications Company
Limited Partnership**

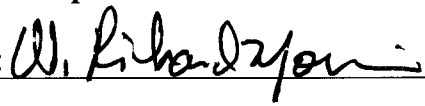
By: 

Name: W. Richard Morris

Title: Vice President, External Affairs

Date: January 31, 2005

Sprint Spectrum L. P.

By: 

Name: W. Richard Morris

Title: Vice President, External Affairs

Date: January 31, 2005

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		NRC Disconnected		OSS Rates (\$)						
								First	Add'l	First	Add'l	SOMECS	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN	
UNBUNDLED LOCAL SWITCHING, PORT USAGE																		
	End Office Switching (Port Usage)																	
		End Office Switching Function, Per MOU					0.0007025											
		End Office Trunk Port - Shared, Per MOU					0.0001638											
	Tandem Switching (Port Usage) (Local or Access Tandem)																	
		Tandem Switching Function Per MOU					0.000095											
		Tandem Trunk Port - Shared, Per MOU					0.0002015											
		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																
	Common Transport																	
		Common Transport - Per Mile, Per MOU					0.0000023											
		Common Transport - Facilities Termination Per MOU					0.0003224											

[illegible]

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		NRC Disconnected		OSS Rates (\$)					
								First	Add'l	First	Add'l	SOMECS	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		NRC Disconnected		OSS Rates (\$)				
								First	Add'l	First	Add'l	SOMECS	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		NRC Disconnect		OSS Rates (\$)					
								First	Add'l	First	Add'l	SOMECS	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		NRC Disconnected		OSS Rates (\$)						
								First	Add'l	First	Add'l	SOMECD	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN	
UNBUNDLED LOCAL SWITCHING, PORT USAGE																		
	End Office Switching (Port Usage)																	
		End Office Switching Function, Per MOU																
		End Office Trunk Port - Shared, Per MOU																
	Tandem Switching (Port Usage) (Local or Access Tandem)																	
		Tandem Switching Function Per MOU																
		Tandem Trunk Port - Shared, Per MOU																
		Tandem Switching Function Per MOU (Melded)																
		Tandem Trunk Port - Shared, Per MOU (Melded)																
		Melded Factor: 36.82% of the Tandem Rate																
	Common Transport																	
		Common Transport - Per Mile, Per MOU																
		Common Transport - Facilities Termination Per MOU																

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		NRC Disconnec		OSS Rates (\$)				
								First	Add'l	First	Add'l	SOMECS	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		NRC Disconnect		OSS Rates (\$)						
								First	Add'l	First	Add'l	SOMEc	SOMAN	SOMAN	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											

UNBUNDLED NETWORK ELEMENTS - Tennessee												Attachment: 2		Exhibit: A		
CATEGORY		RATE ELEMENTS	Interi m	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		NRC 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					0.0008041									
		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														
		Common Transport														
		Common Transport - Per Mile, Per MOU					0.0000064									
		Common Transport - Facilities Termination Per MOU					0.0003871									