

**Amendment to the Agreement
Between
GulfPines Communications, LLC
and
BellSouth Telecommunications, Inc.
Dated May 22, 2005**

Pursuant to this Amendment, (the “Amendment”), GulfPines Communications, LLC (GulfPines), 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 22, 2005 (Agreement) to be effective thirty (30) calendar days after the date of the last signature executing the Amendment (Effective Date).

WHEREAS, BellSouth and GulfPines entered into the Agreement on May 22, 2005, 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 rates contained in Exhibit 1 of this Amendment to Exhibit D of Attachment 4 of the Agreement dated May 22, 2005.
2. All of the other provisions of the Agreement, dated May 22, 2005, 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.

By: Kristen E. Shore

Name: Kristen E. Shore

Title: Director

Date: 2-28-2007

GulfPines Communications, LLC

By: Charles F. Fail

Name: Charles F. Fail

Title: Partner

Date: February 12, 2007

UNBUNDLED NETWORK ELEMENTS - Alabama													Att: 4 Exh: D			
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
PHYSICAL COLLOCATION																
		Physical Collocation, Cable Records,CAT5/RJ45			CLO	PE1C5		2.25		2.76						
VIRTUAL COLLOCATION																
		Virtual Collocation Cable Records - CAT 5/RJ45			AMTFS	VE1B5		2.25		2.76						

UNBUNDLED NETWORK ELEMENTS - Florida													Att: 4 Exh: D			
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
PHYSICAL COLLOCATION																
		Physical Collocation, Cable Records,CAT5/RJ45			CLO	PE1C5		4.52		5.35						
VIRTUAL COLLOCATION																
		Virtual Collocation Cable Records - CAT 5/RJ45			AMTFS	VE1B5		4.52		5.35						

UNBUNDLED NETWORK ELEMENTS - Georgia													Att: 4 Exh: D				
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	
PHYSICAL COLLOCATION																	
		Physical Collocation, Cable Records,CAT5/RJ45			CLO	PE1C5	2.22		2.63								
VIRTUAL COLLOCATION																	
		Virtual Collocation Cable Records - CAT 5/RJ45			AMTFS	VE1B5	4.52		5.35								

UNBUNDLED NETWORK ELEMENTS - Kentucky													Att: 4 Exh: D							
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
PHYSICAL COLLOCATION																				
		Physical Collocation, Cable Records,CAT5/RJ45							CLO	PE1C5	4.52		5.54							
VIRTUAL COLLOCATION																				
		Virtual Collocation Cable Records - CAT 5/RJ45							AMTFS	VE1B5	4.52		5.54							

UNBUNDLED NETWORK ELEMENTS - Louisiana													Att: 4 Exh: D			
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
PHYSICAL COLLOCATION																
		Physical Collocation, Cable Records,CAT5/RJ45			CLO	PE1C6	0.04									
VIRTUAL COLLOCATION																
		Virtual Collocation Cable Records - CAT 5/RJ45			AMTFS	VE1B6	0.04									

UNBUNDLED NETWORK ELEMENTS - Mississippi													Att: 4 Exh: D							
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
PHYSICAL COLLOCATION																				
		Physical Collocation, Cable Records,CAT5/RJ45							CLO	PE1C5		2.27		2.78						
VIRTUAL COLLOCATION																				
		Virtual Collocation Cable Records - CAT 5/RJ45							AMTFS	VE1B5		2.27		2.78						

UNBUNDLED NETWORK ELEMENTS - North Carolina													Att: 4 Exh: D							
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
PHYSICAL COLLOCATION																				
		Physical Collocation, Cable Records,CAT5/RJ45							CLO	PE1C5		2.27		2.78						
VIRTUAL COLLOCATION																				
		Virtual Collocation Cable Records - CAT 5/RJ45							AMTFS	VE1B5		4.35		5.11						

UNBUNDLED NETWORK ELEMENTS - South Carolina													Att: 4 Exh: D			
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
PHYSICAL COLLOCATION																
		Physical Collocation, Cable Records,CAT5/RJ45			CLO	PE1C5		2.26		2.77						
VIRTUAL COLLOCATION																
		Virtual Collocation Cable Records - CAT 5/RJ45			AMTFS	VE1B5		2.26		2.77						

UNBUNDLED NETWORK ELEMENTS - Tennessee													Att: 4 Exh: D			
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
PHYSICAL COLLOCATION																
		Physical Collocation, Cable Records,CAT5/RJ45			CLO	PE1C5		8.45								
VIRTUAL COLLOCATION																
		Virtual Collocation Cable Records - CAT 5/RJ45			AMTFS	VE1B5		8.45								