

**Amendment to the  
Interconnection Agreement  
Between  
GulfPines Communications, LLC  
and  
BellSouth Telecommunications, Inc.  
Dated September 4, 2001**

Pursuant to this Amendment, (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 September 4, 2001 (Agreement) to be effective thirty (30) calendar days after the date of the last signature executing the Amendment.

WHEREAS, BellSouth and GulfPines entered into the Agreement on September 4, 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 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 GulfPines 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 September 4, 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.

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
							First	Add'l	First	Add'l	SOMEK	SOMAN	SOMAN	SOMAN	SOMAN
<b>UNBUNDLED LOCAL SWITCHING, PORT USAGE</b>															
	<b>End Office Switching (Port Usage)</b>														
	End Office Switching Function, Per MOU					0.0007025									
	End Office Trunk Port - Shared, Per MOU					0.0001638									
	<b>Tandem Switching (Port Usage) (Local or Access Tandem)</b>														
	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														
	<b>Common Transport</b>														
	Common Transport - Per Mile, Per MOU					0.0000023									
	Common Transport - Facilities Termination Per MOU					0.0003224									

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		NRC Disconnect						
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
<b>UNBUNDLED LOCAL SWITCHING, PORT USAGE</b>															
	<b>End Office Switching (Port Usage)</b>														
	End Office Switching Function, Per MOU					0.0007662									
	End Office Trunk Port - Shared, Per MOU					0.000164									
	<b>Tandem Switching (Port Usage) (Local or Access Tandem)</b>														
	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														
	<b>Common Transport</b>														
	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
							First	Add'l	First	Add'l	SOMECS	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
<b>UNBUNDLED LOCAL SWITCHING, PORT USAGE</b>																
	<b>End Office Switching (Port Usage)</b>															
	End Office Switching Function, Per MOU															
	End Office Trunk Port - Shared, Per MOU															
	<b>Tandem Switching (Port Usage) (Local or Access Tandem)</b>															
	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: 18.42% of the Tandem Rate															
	<b>Common Transport</b>															
	Common Transport - Per Mile, Per MOU															
	Common Transport - Facilities Termination Per MOU															

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	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
<b>UNBUNDLED LOCAL SWITCHING, PORT USAGE</b>																
	<b>End Office Switching (Port Usage)</b>															
	End Office Switching Function, Per MOU					0.0011971										
	End Office Trunk Port - Shared, Per MOU					0.0002112										
	<b>Tandem Switching (Port Usage) (Local or Access Tandem)</b>															
	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															
	<b>Common Transport</b>															
	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 Disconnec						
							First	Add'l	First	Add'l	SOMECE	SOMAN	SOMAN	SOMAN	SOMAN
<b>UNBUNDLED LOCAL SWITCHING, PORT USAGE</b>															
	<b>End Office Switching (Port Usage)</b>														
	End Office Switching Function, Per MOU					0.001868									
	End Office Trunk Port - Shared, Per MOU					0.00018									
	<b>Tandem Switching (Port Usage) (Local or Access Tandem)</b>														
	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														
	<b>Common Transport</b>														
	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						
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
<b>UNBUNDLED LOCAL SWITCHING, PORT USAGE</b>															
	<b>End Office Switching (Port Usage)</b>														
	End Office Switching Function, Per MOU					0.0010269									
	End Office Trunk Port - Shared, Per MOU					0.000161									
	<b>Tandem Switching (Port Usage) (Local or Access Tandem)</b>														
	Tandem Switching Function Per MOU					0.0001723									
	Tandem Trunk Port - Shared, Per MOU					0.0001828									
	Tandem Switching Function Per MOU (Melded)					0.000063441									
	Tandem Trunk Port - Shared, Per MOU (Melded)					0.000067307									
	Melded Factor: 36.82% of the Tandem Rate														
	<b>Common Transport</b>														
	Common Transport - Per Mile, Per MOU					0.0000026									
	Common Transport - Facilities Termination Per MOU					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
							First	Add'l	First	Add'l	SOMECS	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
<b>UNBUNDLED LOCAL SWITCHING, PORT USAGE</b>																
	<b>End Office Switching (Port Usage)</b>															
	End Office Switching Function, Per MOU					0.0015										
	End Office Trunk Port - Shared, Per MOU					0.00023										
	<b>Tandem Switching (Port Usage) (Local or Access Tandem)</b>															
	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															
	<b>Common Transport</b>															
	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 Disconnected						
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
<b>UNBUNDLED LOCAL SWITCHING, PORT USAGE</b>															
	<b>End Office Switching (Port Usage)</b>														
	End Office Switching Function, Per MOU					0.0010519									
	End Office Trunk Port - Shared, Per MOU					0.0002136									
	<b>Tandem Switching (Port Usage) (Local or Access Tandem)</b>														
	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														
	<b>Common Transport</b>														
	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	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
							First	Add'l	First	Add'l	SOMEK	SOMAN	SOMAN	SOMAN	SOMAN
<b>UNBUNDLED LOCAL SWITCHING, PORT USAGE</b>															
	<b>End Office Switching (Port Usage)</b>														
	End Office Switching Function, Per MOU					0.0008041									
	<b>Tandem Switching (Port Usage) (Local or Access Tandem)</b>														
	Tandem Switching Function Per MOU					0.0009778									
	Tandem Switching Function Per MOU (Melded)					0.000380364									
	Melded Factor: 38.90% of the Tandem Rate														
	<b>Common Transport</b>														
	Common Transport - Per Mile, Per MOU					0.0000064									
	Common Transport - Facilities Termination Per MOU					0.0003871									

Signature Page

IN WITNESS WHEREOF, the Parties have executed this Agreement the day and year written below.

**BellSouth Telecommunications, Inc.**

**GulfPines Communications, LLC**

By: *Kristen E. Rowe*

By: *Joe P. Slay*

Name: Kristen E. Rowe

Name: Joe P. SLAY

Title: Director

Title: GENERAL MANAGER

Date: 9/2/04

Date: 9.1.2004