Amendment to the Agreement Between Express Phone Service, Inc. and BellSouth Telecommunications, Inc. Dated 7/30/2003

Pursuant to this Amendment, (the "Amendment"), Express Phone Service, Inc. ("Express Phone"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated 7/30/2003 ("Agreement") to be effective 30 days after the date of the last signature executing the Amendment.

WHEREAS, BellSouth and Express Phone entered into the Agreement on 7/30/2003, 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 7/30/2003, 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: owe Name: Title: Date:

Express Phone Service, Inc.

By: MSTRONG Name: 7 М. MAS PRESIDENT Title: Date:

[CCCS Amendment 2 of 20]

UNE	BUND	DLED N	IETWORK ELEMENTS - Alabama												Attach	ment: 2	Exhi	bit: A
													Svc Order	Svc Order	Incremental	Incremental	Incremental	Incremental
													Submitted	Submitted	Charge -	Charge -	Charge -	Charge -
				Interi									Elec	Manually	Manual Svc	Manual Svc	Manual Svc	Manual Svc
CAT	EGC	ORY	RATE ELEMENTS	m	Zone	BCS	USOC			RATES (\$)			per LSR	per LSR	Order vs.	Order vs.	Order vs.	Order vs.
															Electronic-	Electronic-	Electronic-	Electronic-
															1st	Add'l	Disc 1st	Disc Add'l
	T							D	Nonrec	urring	Nonrecurring	d Disconnect			OSS	Rates (\$)	I	
								Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNE	BUND	DLED P	ORT/LOOP COMBINATIONS - COST BASED RATES															
	Ν	NONRE	CURRING CHARGES (NRCs) - CURRENTLY COMBINED															
			2-Wire Voice Grade Loop / Line Port Platform - Installation															
			Charge at QuickService location - Not Conversion of Existing															
			Service			UEPRX	URECC		0.10									

UNBU		ETWORK ELEMENTS - Florida												Attach	ment: 2	Exhi	bit: A
												Svc Order	Svc Order	Incremental	Incremental	Incremental	Incremental
												Submitted	Submitted	Charge -	Charge -	Charge -	Charge -
			Interi									Elec	Manually	Manual Svc	Manual Svc	Manual Svc	Manual Svc
CATEO	GORY	RATE ELEMENTS	m	Zone	BCS	USOC			RATES (\$)			per LSR	per LSR	Order vs.	Order vs.	Order vs.	Order vs.
														Electronic-	Electronic-	Electronic-	Electronic-
													1st	Add'l	Disc 1st	Disc Add'l	
	1						Dee	Nonree	urring	Nonrecurring	g Disconnect		I	OSS	Rates (\$)		
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUI	NDLED F	PORT/LOOP COMBINATIONS - COST BASED RATES															
	NONRE	CURRING CHARGES (NRCs) - CURRENTLY COMBINED															
		2-Wire Voice Grade Loop / Line Port Platform - Installation															
		Charge at QuickService location - Not Conversion of Existing															
		Service			UEPRX	URECC		0.102									

UNB		NETWORK ELEMENTS - Georgia												Attach	ment: 2	Exhi	bit: A
												Svc Order	Svc Order	Incremental	Incremental	Incremental	Incremental
												Submitted	Submitted	Charge -	Charge -	Charge -	Charge -
			Interi									Elec	Manually	Manual Svc	Manual Svc	Manual Svc	Manual Svc
CATE	GORY	RATE ELEMENTS	m	Zone	BCS	USOC			RATES (\$)			per LSR	per LSR	Order vs.	Order vs.	Order vs.	Order vs.
														Electronic-	Electronic-	Electronic-	Electronic-
														1st	Add'l	Disc 1st	Disc Add'l
							Dee	Nonred	urring	Nonrecurring	Disconnect			OSS	Rates (\$)		·
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNB	INDLED F	PORT/LOOP COMBINATIONS - COST BASED RATES															
	NONRE	ECURRING CHARGES (NRCs) - CURRENTLY COMBINED															
		2-Wire Voice Grade Loop / Line Port Platform - Installation															
		Charge at QuickService location - Not Conversion of Existing															
		Service			UEPRX	URECC		0.10									

UNE	BUND	DLED N	ETWORK ELEMENTS - Kentucky												Attach	ment: 2	Exhi	bit: A
													Svc Order	Svc Order	Incremental	Incremental	Incremental	Incremental
													Submitted	Submitted	Charge -	Charge -	Charge -	Charge -
				Interi									Elec	Manually	Manual Svc	Manual Svc	Manual Svc	Manual Svc
CAT	EGO	ORY	RATE ELEMENTS	m	Zone	BCS	USOC			RATES (\$)			per LSR	per LSR	Order vs.	Order vs.	Order vs.	Order vs.
															Electronic-	Electronic-	Electronic-	Electronic-
															1st	Add'l	Disc 1st	Disc Add'l
	T							D	Nonrec	urring	Nonrecurring	Disconnect			OSS	Rates (\$)	I	
								Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNE	BUND	DLED P	ORT/LOOP COMBINATIONS - COST BASED RATES															
	Ν	NONRE	CURRING CHARGES (NRCs) - CURRENTLY COMBINED															
			2-Wire Voice Grade Loop / Line Port Platform - Installation															
			Charge at QuickService location - Not Conversion of Existing															
			Service			UEPRX	URECC		0.10									

UNBU		NETWORK ELEMENTS - Louisiana												Attach	ment: 2	Exhi	bit: A
												Svc Order	Svc Order	Incremental	Incremental	Incremental	Incremental
												Submitted	Submitted	Charge -	Charge -	Charge -	Charge -
			Interi									Elec	Manually	Manual Svc	Manual Svc	Manual Svc	Manual Svc
CATE	GORY	RATE ELEMENTS	m	Zone	BCS	USOC			RATES (\$)			per LSR	per LSR	Order vs.	Order vs.	Order vs.	Order vs.
														Electronic-	Electronic-	Electronic-	Electronic-
														1st	Add'l	Disc 1st	Disc Add'l
							_	Nonred	urring	Nonrecurring	Disconnect			OSS	Rates (\$)		
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBU	INDLED F	PORT/LOOP COMBINATIONS - COST BASED RATES															
	NONRE	ECURRING CHARGES (NRCs) - CURRENTLY COMBINED															
		2-Wire Voice Grade Loop / Line Port Platform - Installation															
		Charge at QuickService location - Not Conversion of Existing															
		Service			UEPRX	URECC		0.10									

U	NBUN	DLED N	ETWORK ELEMENTS - Mississippi												Attach	ment: 2	Exhi	bit: A
													Svc Order	Svc Order	Incremental	Incremental	Incremental	Incremental
													Submitted	Submitted	Charge -	Charge -	Charge -	Charge -
				Interi									Elec	Manually	Manual Svc	Manual Svc	Manual Svc	Manual Svc
C/	ATEG	ORY	RATE ELEMENTS	m	Zone	BCS	USOC			RATES (\$)			per LSR	per LSR	Order vs.	Order vs.	Order vs.	Order vs.
															Electronic-	Electronic-	Electronic-	Electronic-
															1st	Add'l	Disc 1st	Disc Add'l
-									Disconnect			055	Rates (\$)					
								Rec	Nonrec First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
-										,		71441	0020					
U	NBUN	DLED P	ORT/LOOP COMBINATIONS - COST BASED RATES															
		NONRE	CURRING CHARGES (NRCs) - CURRENTLY COMBINED															
			2-Wire Voice Grade Loop / Line Port Platform - Installation															
			Charge at QuickService location - Not Conversion of Existing															
			Service			UEPRX	URECC		0.0988									

UNBU	NDLED N	ETWORK ELEMENTS - North Carolina												Attach	ment: 2	Exhi	bit: A
												Svc Order	Svc Order	Incremental	Incremental	Incremental	Incremental
												Submitted	Submitted	Charge -	Charge -	Charge -	Charge -
			Interi									Elec	Manually	Manual Svc	Manual Svc	Manual Svc	Manual Svc
CATE	GORY	RATE ELEMENTS	m	Zone	BCS	USOC			RATES (\$)			per LSR	per LSR	Order vs.	Order vs.	Order vs.	Order vs.
												-	-	Electronic-	Electronic-	Electronic-	Electronic-
														1st	Add'l	Disc 1st	Disc Add'l
	-							Newser	·····	N							
							Rec	Nonrec		Nonrecurring					Rates (\$)		
								First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBU	NDLED P	ORT/LOOP COMBINATIONS - COST BASED RATES															
	NONRE	CURRING CHARGES (NRCs) - CURRENTLY COMBINED															
		2-Wire Voice Grade Loop / Line Port Platform - Installation															
		Charge at QuickService location - Not Conversion of Existing															
		Service			UEPRX	URECC		2.77									

UN	BUN	DLED N	ETWORK ELEMENTS - South Carolina												Attach	ment: 2	Exhi	bit: A
													Svc Order	Svc Order	Incremental	Incremental	Incremental	Incremental
													Submitted	Submitted	Charge -	Charge -	Charge -	Charge -
				Interi									Elec	Manually	Manual Svc	Manual Svc	Manual Svc	Manual Svc
CA	TEGO	ORY	RATE ELEMENTS	m	Zone	BCS	USOC			RATES (\$)			per LSR	per LSR	Order vs.	Order vs.	Order vs.	Order vs.
														Electronic-	Electronic-	Electronic-	Electronic-	
															1st	Add'l	Disc 1st	Disc Add'l
-	Т							-	Nonrec	urrina	Nonrecurring	a Disconnect			OSS	Rates (\$)	1	1
								Rec Nonrecurring Nonrecurring Discon First Add'l First Add					SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
													1					
UN	BUN	DLED P	ORT/LOOP COMBINATIONS - COST BASED RATES															
	I	NONRE	CURRING CHARGES (NRCs) - CURRENTLY COMBINED															
			2-Wire Voice Grade Loop / Line Port Platform - Installation															
			Charge at QuickService location - Not Conversion of Existing															
			Service			UEPRX	URECC		0.10									

UNBL	NDLED N	ETWORK ELEMENTS - Tennessee												Attach	nent: 2	Exhi	bit: A
												Svc Order	Svc Order	Incremental	Incremental	Incremental	Incremental
												Submitted	Submitted	Charge -	Charge -	Charge -	Charge -
			Interi									Elec	Manually	Manual Svc	Manual Svc	Manual Svc	Manual Svc
CATE	GORY	RATE ELEMENTS	m	Zone	BCS	USOC			RATES (\$)			per LSR	per LSR	Order vs.	Order vs.	Order vs.	Order vs.
														Electronic-	Electronic-	Electronic-	Electronic-
							Rea Nonrecurring Disconnect							1st	Add'l	Disc 1st	Disc Add'l
								Nonrecurring		Nonrecurring	Disconnect			OSS	Rates (\$)		
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBU	NDLED F	PORT/LOOP COMBINATIONS - COST BASED RATES															
	NONRE	CURRING CHARGES (NRCs) - CURRENTLY COMBINED															
		2-Wire Voice Grade Loop / Line Port Platform - Installation															
		Charge at QuickService location - Not Conversion of Existing															
		Service			UEPRX	URECC		1.03					15.69				
																	1

UNE	UNDL	ED N	ETWORK ELEMENTS - Alabama												Attach	ment: 2	Exhi	bit: A
																	Incremental	Incremental
															Charge -	Charge -	Charge -	Charge -
				Interi	_												Manual Svc	Manual Svc
CAT	EGOR	lY I	RATE ELEMENTS	m	Zone	BCS	USOC			RATES (\$)			per LSR	per LSR	Order vs.	Order vs.	Order vs.	Order vs.
															Electronic-	Electronic-	Electronic-	Electronic-
															1st	Add'l	Disc 1st	Disc Add'l
								Rec	Nonred	urring	Nonrecurring	g Disconnect			OSS	Rates (\$)		
								Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	No	ote: T	his page is intentionally left blank.															
_																		

UNBU	IDLED N	IETWORK ELEMENTS - Florida												Attach	ment: 2	Exhi	bit: A
												Submitted	Submitted	•	Charge -	Charge -	Charge -
CATE	ORY	RATE ELEMENTS	Interi m	Zone	BCS	USOC			RATES (\$)			Elec per LSR		Manual Svc Order vs.	Manual Svc Order vs.		Manual Svc Order vs.
														Electronic- 1st	Electronic- Add'l	Electronic- Disc 1st	Electronic- Disc Add'l
							_	Nonrec	urring	Nonrecurring	g Disconnect			OSS	Rates (\$)		
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBU	IDLED P	ORT/LOOP COMBINATIONS - MARKET RATES															
	NONRE	CURRING CHARGES (NRCs) - CURRENTLY COMBINED															
		2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing															
		Service			UEPRX	URECC		41.50									

UNBUN	DLED N	ETWORK ELEMENTS - Georgia												Attach	ment: 2	Exhi	bit: A
												Svc Order	Svc Order	Incremental	Incremental	Incremental	Incremental
												Submitted	Submitted	Charge -	Charge -	Charge -	Charge -
			Interi									Elec	Manually	Manual Svc	Manual Svc	Manual Svc	Manual Svc
CATEG	ORY	RATE ELEMENTS	m	Zone	BCS	USOC			RATES (\$)			per LSR	per LSR	Order vs.	Order vs.	Order vs.	Order vs.
														Electronic-	Electronic-	Electronic-	Electronic-
							Rec Nonrecurring Nonrecurring Disconnect							1st	Add'l	Disc 1st	Disc Add'l
							P	Nonree	curring	Nonrecurring	Disconnect			OSS	Rates (\$)		1
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUN	DLED P	ORT/LOOP COMBINATIONS - MARKET RATES															
	NONRE	CURRING CHARGES (NRCs) - CURRENTLY COMBINED															
		2-Wire Voice Grade Loop / Line Port Platform - Installation															
		Charge at QuickService location - Not Conversion of Existing															
		Service			UEPRX	URECC		41.50									

UNBU	NDLED N	ETWORK ELEMENTS - Kentucky	IBUNDLED NETWORK ELEMENTS - Kentucky Svc Order Svc Order Increme														bit: A
															Incremental	Incremental	Incremental
												Submitted	Submitted	Charge -	Charge -	Charge -	Charge -
			Interi	Zone	BCS	USOC						Elec	Manually	Manual Svc	Manual Svc	Manual Svc	Manual Svc
CATE	GORY	RATE ELEMENTS	m						RATES (\$)			per LSR	per LSR	Order vs.	Order vs.	Order vs.	Order vs.
														Electronic-	Electronic-	Electronic-	Electronic-
														1st	Add'l	Disc 1st	Disc Add'l
	1							Nonred	urrina	Nonrecurring	Disconnect			· · · · · · · · · · · · · · · · · · ·			
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	Rates (\$) SOMAN	SOMAN	SOMAN
	Note: 1	This page is intentionally left blank.															
	1																

UNBUN	NBUNDLED NETWORK ELEMENTS - Louisiana													Attachment: 2		Exhi	ibit: A
												Svc Order			Incremental	Incremental	Incremental
						USOC	<i>(</i> 2)								Charge -	Charge -	Charge -
			Interi	_													Manual Svc
CATEG	ORY	RATE ELEMENTS	m	Zone	BCS				RATES (\$)			per LSR	per LSR	Order vs.	Order vs.	Order vs.	Order vs.
														Electronic-	Electronic-	Electronic-	
														1st	Add'l	Disc 1st	Disc Add'l
							Rec	Nonree	curring	Nonrecurring	g Disconnect			OSS	Rates (\$)		
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUN	IDLED P	ORT/LOOP COMBINATIONS - MARKET RATES															
		CURRING CHARGES (NRCs) - CURRENTLY COMBINED															
		2-Wire Voice Grade Loop / Line Port Platform - Installation															
		Charge at QuickService location - Not Conversion of Existing															
		Service			UEPRX	URECC		41.50									

UNBU	BUNDLED NETWORK ELEMENTS - Mississippi														Attachment: 2		bit: A
												Svc Order	Svc Order	Incremental	Incremental	Incremental	Incremental
													Submitted	Charge -	Charge -	Charge -	Charge -
			Interi											Manual Svc	Manual Svc	Manual Svc	Manual Svc
CATE	GORY	RATE ELEMENTS	m	Zone	BCS	USOC	RATES (\$)						per LSR	Order vs.	Order vs.	Order vs.	Order vs.
														Electronic-	Electronic-	Electronic-	Electronic-
														1st	Add'l	Disc 1st	Disc Add'l
							Nonrecurring Nonrecurring Disconnect							OSS	Rates (\$)	I	
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	Note:	This page is intentionally left blank.															
1	1		I	1													

UNBUN	NBUNDLED NETWORK ELEMENTS - North Carolina													Attach	Attachment: 2		bit: A
												Svc Order	Svc Order	Incremental	Incremental	Incremental	Incremental
						USOC						Submitted	Submitted	Charge -	Charge -	Charge -	Charge -
			Interi				RATES (\$)						Manually	Manual Svc	Manual Svc	Manual Svc	Manual Svc
CATEG	ORY	RATE ELEMENTS	m	Zone	ne BCS								per LSR	Order vs.	Order vs.	Order vs.	Order vs.
												-	-	Electronic-	Electronic-	Electronic-	Electronic-
														1st	Add'l	Disc 1st	Disc Add'l
							Bee	Nonrec	curring	Nonrecurring Disconnect				OSS Rates (\$)			
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUN	DLED P	ORT/LOOP COMBINATIONS - MARKET RATES															
	NONRE	CURRING CHARGES (NRCs) - CURRENTLY COMBINED															
		2-Wire Voice Grade Loop / Line Port Platform - Installation															
		Charge at QuickService location - Not Conversion of Existing															
		Service			UEPRX	URECC		41.50									

UNBU	NBUNDLED NETWORK ELEMENTS - South Carolina														Attachment: 2		bit: A
												Svc Order	Svc Order	Incremental	Incremental	Incremental	Incremental
												Submitted	Submitted	Charge -	Charge -	Charge -	Charge -
			Interi	_		USOC	RATES (\$)							Manual Svc Man		Manual Svc	Manual Svc
CATEO	GORY	RATE ELEMENTS	m	Zone	BCS								per LSR	Order vs.	Order vs.	Order vs.	Order vs.
														Electronic-	Electronic-	Electronic-	Electronic-
														1st	Add'l	Disc 1st	Disc Add'l
							Nonrecurring Nonrecurring Disconnect							<u>.</u>			
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	Note:	This page is intentionally left blank.															
1																	

UNBU	VBUNDLED NETWORK ELEMENTS - Tennessee													Attach	Attachment: 2		bit: A
												Svc Order	Svc Order	Incremental	Incremental	Incremental	Incremental
												Submitted	Submitted	Charge -	Charge -	Charge -	Charge -
			Interi			USOC	Elec						Manually	Manual Svc	Manual Svc	Manual Svc	Manual Svc
CATEO	SORY	RATE ELEMENTS	m	Zone	BCS				RATES (\$)			per LSR	per LSR	Order vs.	Order vs.	Order vs.	Order vs.
													Electronic-	Electronic-	Electronic-	Electronic-	
														1st	Add'l	Disc 1st	Disc Add'l
							D	Nonrecurring		Nonrecurring	g Disconnect			OSS	Rates (\$)		1
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBU	NDLED P	ORT/LOOP COMBINATIONS - MARKET RATES															
	NONRE	CURRING CHARGES (NRCs) - CURRENTLY COMBINED															
		2-Wire Voice Grade Loop / Line Port Platform - Installation															
		Charge at QuickService location - Not Conversion of Existing															
		Service			UEPRX	URECC		41.50					15.69				