

BELLSOUTH® / CLEC Agreement

Customer Name: Dialog Telecommunications, Inc.

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By and Between
BellSouth Telecommunications, Inc.
And
Dialog Telecommunications, Inc.

**Agreement Between
Dialog Telecommunications, Inc.
and
BellSouth Telecommunications, Inc.**

THIS AGREEMENT is made by and between BellSouth Telecommunications, Inc., (“BellSouth”), a Georgia corporation and Dialog Telecommunications, Inc. (“Dialog”), a North Carolina corporation. This Agreement may refer to either BellSouth or Dialog or both as a “Party” or “Parties”.

WHEREAS, BellSouth is a local exchange telecommunications company authorized to provide telecommunications services in the state(s) of Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee; and

WHEREAS, Dialog is a competitive local exchange carrier authorized to provide telecommunications services in the states of Kentucky, Mississippi, and North Carolina; and

WHEREAS, BellSouth and Dialog have entered into good faith negotiations pursuant to the Act to renegotiate an interconnection agreement (“New Agreement”) to replace the existing interconnection agreement between the Parties, which expired on November 22, 2004 (“Expired Agreement”); and.

WHEREAS, until such time as the Parties execute the New Agreement, BellSouth and Dialog shall continue to operate under the rates, terms and conditions of the Expired Agreement, except as set forth below; and

WHEREAS, the Parties agree to modify the Expired Agreement to include terms and conditions for Bulk Migration;

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. Incorporate the following language as new section 2.1.10 in Attachment 2 of the Expired Agreement.

2.1.10 Bulk Migration

2.1.10.1 BellSouth will make available to Dialog a Bulk Migration process pursuant to which Dialog may request to migrate port/loop combinations, provisioned pursuant to a separate agreement between the parties, to Loops (UNE-L). The Bulk Migration process may be used if such loop/port combinations are (1) associated with two (2) or more Existing Account Telephone Numbers (EATNs); and (2) located in the same Central Office. The terms and conditions for use of the Bulk Migration process are described in the BellSouth CLEC Information Package. The CLEC Information Package is located on BellSouth’s Interconnection Web site at:


www.interconnection.BellSouth.com/guides/html/unes.html. The rates for the Bulk Migration process shall be the nonrecurring rates associated with the Loop type being requested on the Bulk Migration. The Bulk Migration in a Single LSR/Bulk Arrangement process must be used. Additionally, OSS charges will also apply. Loops connected to Integrated Digital Loop Carrier (IDLC) systems will be migrated pursuant to Section 2.6 below.

2.1.10.2 Should Dialog request migration for two (2) or more EATNs containing fifteen (15) or more circuits, Dialog must use the Bulk Migration process referenced in 2.1.10.1 above.

2. All of the other provisions of the Agreement, dated November 23, 2001 shall remain in full force and effect.
3. This Agreement shall be effective as of March 3, 2006.
4. 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: 

Name: Kristen E. Shore

Title: Director

Date: 3/3/06

Dialog Telecommunications, Inc.

By:

Name: James Bellina

Title: President + CEO

Date: 3/3/06