

**Amendment to the Agreement
Between
ALLTEL Communications, Inc. (ACI)
and
BellSouth Telecommunications, Inc.
Dated August 29, 2004**

Pursuant to this Amendment, (the "Amendment"), ALLTEL Communications, Inc. (ACI) ("ALLTEL"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated August 29, 2004 ("Agreement") to be effective upon the date of the last signature executing the Amendment ("Effective Date").

WHEREAS, BellSouth and ALLTEL entered into the Agreement on August 29, 2004, and;

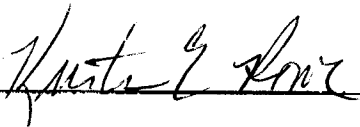
NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

1. The Parties agree to add the rates to Exhibit A of Attachment 2, as set forth in Exhibit A of this Agreement attached hereto and incorporated herein by this reference.
2. All of the other provisions of the Agreement, dated August 29, 2004, 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.

Signature Page

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

BellSouth Telecommunications, Inc.

By: 

Name: Kristen Rowe

Title: Director

Date: 10/5/05

ALLTEL Communications, Inc. (ACI)

By: 

Name: MICHAEL D. Rhoda

Title: VP - Wireline Wholesale & Regulatory

Date: 10-05-05

UNBUNDLED NETWORK ELEMENTS - Alabama													Attachment: 2 Exh 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
														OSS Rates(\$)			
								Rec	First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED EXCHANGE ACCESS LOOP																	
	OTHER																
		Unbundled Miscellaneous Rate Element Switch-As-Is Conversion Rate per UNE-Loop, Single LSR						UEA, UDL, USL, NTCVG, NTCUD, NTCD1	URES L	24.89	3.51						
		Unbundled Miscellaneous Rate Element Switch-As-Is Conversion Rate per UNE-Loop, Spreadsheet						UEA, UDL, USL, NTCVG, NTCUD, NTCD1	URES P	26.37	4.99						

UNBUNDLED NETWORK ELEMENTS - Florida													Attachment: 2 Exh 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
													OSS Rates(\$)			
							Rec	First	Add'l	First	Add'l	SOMEc	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED EXCHANGE ACCESS LOOP																
	OTHER															
		Unbundled Miscellaneous Rate Element Switch-As-Is Conversion Rate per UNE-Loop, Single LSR					UEA, UDL, USL, NTCVG, NTCUD, NTCD1	URES	24.97	3.52						
		Unbundled Miscellaneous Rate Element Switch-As-Is Conversion Rate per UNE-Loop, Spreadsheet					UEA, UDL, USL, NTCVG, NTCUD, NTCD1	URESP	26.46	5.01						

UNBUNDLED NETWORK ELEMENTS - Georgia													Attachment: 2 Exh 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

UNBUNDLED NETWORK ELEMENTS - Kentucky													Attachment: 2 Exh 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		
UNBUNDLED EXCHANGE ACCESS LOOP																
	OTHER															
		Unbundled Miscellaneous Rate Element Switch-As-Is Conversion Rate per UNE-Loop, Single LSR			UEA, UDL, USL, NTCVG, NTCUD, NTCD1	URES		24.96	3.52							
		Unbundled Miscellaneous Rate Element Switch-As-Is Conversion Rate per UNE-Loop, Spreadsheet			UEA, UDL, USL, NTCVG, NTCUD, NTCD1	URESP		26.44	5.01							

UNBUNDLED NETWORK ELEMENTS - Louisiana													Attachment: 2 Exh 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
UNBUNDLED EXCHANGE ACCESS LOOP																	
	OTHER																
		Unbundled Miscellaneous Rate Element Switch-As-Is Conversion Rate per UNE-Loop, Single LSR					UEA, UDL, USL, NTCVG, NTCUD, NTCD1	URES		24.98	3.52						
		Unbundled Miscellaneous Rate Element Switch-As-Is Conversion Rate per UNE-Loop, Spreadsheet					UEA, UDL, USL, NTCVG, NTCUD, NTCD1	URESP		26.47	5.01						

UNBUNDLED NETWORK ELEMENTS - Mississippi													Attachment: 2 Exh 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
UNBUNDLED EXCHANGE ACCESS LOOP																	
	OTHER																
		Unbundled Miscellaneous Rate Element Switch-As-Is Conversion Rate per UNE-Loop, Single LSR					UEA, UDL, USL, NTCVG, NTCUD, NTCD1	URES		25.01	3.53						
		Unbundled Miscellaneous Rate Element Switch-As-Is Conversion Rate per UNE-Loop, Spreadsheet					UEA, UDL, USL, NTCVG, NTCUD, NTCD1	URESP		26.50	5.02						

UNBUNDLED NETWORK ELEMENTS - North Carolina													Attachment: 2 Exh 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
										Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)					
								Rec		First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED EXCHANGE ACCESS LOOP																			
	OTHER																		
		Unbundled Miscellaneous Rate Element Switch-As-Is Conversion Rate per UNE-Loop, Single LSR						UEA, UDL, USL, NTCVG, NTCUD, NTCD1	URES L	25.05	3.53								
		Unbundled Miscellaneous Rate Element Switch-As-Is Conversion Rate per UNE-Loop, Spreadsheet						UEA, UDL, USL, NTCVG, NTCUD, NTCD1	URES P	26.55	5.03								

UNBUNDLED NETWORK ELEMENTS - South Carolina													Attachment: 2 Exh 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

UNBUNDLED NETWORK ELEMENTS - Tennessee													Attachment: 2 Exh 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	
UNBUNDLED EXCHANGE ACCESS LOOP													OSS Rates(\$)						