

**Amendment to the Agreement  
Between  
Business Telecom, Inc.  
and  
BellSouth Telecommunications, Inc.  
Dated March 25, 2003**

Pursuant to this Amendment, (the "Amendment"), Business Telecom, Inc. ("BTI"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated March 25, 2003, ("Agreement") to be effective on date of last signature.

WHEREAS, BellSouth and BTI entered into the Agreement on March 25, 2003, and;

WHEREAS, The Parties amended the Agreement effective November 12, 2005 to modify provisions pursuant to the Federal Communications Commission's (FCC) Order on Remand (Triennial Review Remand Order), WC Docket No. 04-313, released February 4, 2005 and effective March 11, 2005;

WHEREAS, the Parties desire to amend the Agreement to reflect other changes as agreed upon by the parties;

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 additional TRRO USOCs to Exhibit A of Attachment 2- UNEs 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 March 25, 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: Kristen E. Shore

Name: Kristen E. Shore

Title: Director

Date: 12/19/05

**Business Telecom, Inc.**

By: Jerry Watts

Name: Jerry Watts

Title: Vice President

Date: December 13, 2005

| 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 |       |
|                                      |   |         |      |       |       |            |              |       |                         |                                  |                                      |  |  |   |   |       |
|                                      |   |         |      |       |       | Rec        | Nonrecurring |       | Nonrecurring Disconnect |                                  | OSS Rates (\$)                       |  |  |   |   |       |
|                                      |   |         |      |       |       |            | First        | Add'l | First                   | Add'l                            | SOME C                               | SOMAN  | SOMAN  | SOMAN   | SOMAN   | SOMAN |
| UNBUNDLED EXCHANGE ACCESS LOOP       |   |         |      |       |       |            |              |       |                         |                                  |                                      |  |  |   |   |       |
|                                      | 4-WIRE DS1 DIGITAL LOOP   |         |      |       |       |            |              |       |                         |                                  |                                      |  |  |   |   |       |
|                                      | EEL to Designed UNE-L Conversion without outside dispatch, spreadsheet conversion, per Loop |         |      | USL   | UREEL |            | 128.00       | 77.00 |                         |                                  |                                      |  |  |   |   |       |
| ADDITIONAL NETWORK ELEMENTS          |   |         |      |       |       |            |              |       |                         |                                  |                                      |  |  |   |   |       |
|                                      | Service Rearrangements  |         |      |       |       |            |              |       |                         |                                  |                                      |  |  |   |   |       |
|                                      | UNE Multiplexer Reconfiguration Change Charge per DS1 Circuit                               |         |      | UNC1X | URERC |            | 35.00        | 35.00 |                         |                                  |                                      |  |  |   |   |       |

| UNBUNDLED NETWORK ELEMENTS - Florida |   |             |      |       |       |            |              |       |                         |   |   |  |  | Attachment: 2   |   | Exhibit: A |  |
|--------------------------------------|---|-------------|------|-------|-------|------------|--------------|-------|-------------------------|---|---|--|--|---|---|------------|--|
| CATEGORY                             | RATE ELEMENTS   | Interi<br>m | Zone | BCS   | USOC  | RATES (\$) |              |       |                         | Svc Order<br>Submitted<br>Elec<br>per LSR | Svc Order<br>Submitted<br>Manually<br>per LSR | Incremental<br>Charge -<br>Manual Svc<br>Order vs.<br>Electronic-<br>1st | Incremental<br>Charge -<br>Manual Svc<br>Order vs.<br>Electronic-<br>Add'l | Incremental<br>Charge -<br>Manual Svc<br>Order vs.<br>Electronic-<br>Disc 1st | Incremental<br>Charge -<br>Manual Svc<br>Order vs.<br>Electronic-<br>Disc Add'l |            |  |
|                                      |   |             |      |       |       |            |              |       |                         |   |   |  |  |   |   |            |  |
|                                      |   |             |      |       |       | Rec        | Nonrecurring |       | Nonrecurring Disconnect |   | OSS Rates (\$)                                |  |  |   |   |            |  |
|                                      |   |             |      |       |       |            | First        | Add'l | First                   | Add'l                                     | SOMEc   | SOMAN  | SOMAN  | SOMAN   | SOMAN   | SOMAN      |  |
| UNBUNDLED EXCHANGE ACCESS LOOP       |   |             |      |       |       |            |              |       |                         |   |   |  |  |   |   |            |  |
|                                      | 4-WIRE DS1 DIGITAL LOOP   |             |      |       |       |            |              |       |                         |   |   |  |  |   |   |            |  |
|                                      | EEL to Designed UNE-L Conversion without outside dispatch, spreadsheet conversion, per Loop |             |      | USL   | UREEL |            | 128.00       | 77.00 |                         |   |   |  |  |   |   |            |  |
|                                      |   |             |      |       |       |            |              |       |                         |   |   |  |  |   |   |            |  |
| ADDITIONAL NETWORK ELEMENTS          |   |             |      |       |       |            |              |       |                         |   |   |  |  |   |   |            |  |
|                                      | Service Rearrangements  |             |      |       |       |            |              |       |                         |   |   |  |  |   |   |            |  |
|                                      | UNE Multiplexer Reconfiguration Change Charge per DS1 Circuit                               |             |      | UNC1X | URERC |            | 35.00        | 35.00 |                         |   |   |  |  |   |   |            |  |

| UNBUNDLED NETWORK ELEMENTS - Georgia |   |             |      |       |       |            |              |       |                         |   |   |  |  | Attachment: 2   |   | Exhibit: A |  |
|--------------------------------------|---|-------------|------|-------|-------|------------|--------------|-------|-------------------------|---|---|--|--|---|---|------------|--|
| CATEGORY                             | RATE ELEMENTS   | Interi<br>m | Zone | BCS   | USOC  | RATES (\$) |              |       |                         | Svc Order<br>Submitted<br>Elec<br>per LSR | Svc Order<br>Submitted<br>Manually<br>per LSR | Incremental<br>Charge -<br>Manual Svc<br>Order vs.<br>Electronic-<br>1st | Incremental<br>Charge -<br>Manual Svc<br>Order vs.<br>Electronic-<br>Add'l | Incremental<br>Charge -<br>Manual Svc<br>Order vs.<br>Electronic-<br>Disc 1st | Incremental<br>Charge -<br>Manual Svc<br>Order vs.<br>Electronic-<br>Disc Add'l |            |  |
|                                      |   |             |      |       |       |            |              |       |                         |   |   |  |  |   |   |            |  |
|                                      |   |             |      |       |       | Rec        | Nonrecurring |       | Nonrecurring Disconnect |   | OSS Rates (\$)                                |  |  |   |   |            |  |
|                                      |   |             |      |       |       |            | First        | Add'l | First                   | Add'l                                     | SOMEc   | SOMAN  | SOMAN  | SOMAN   | SOMAN   | SOMAN      |  |
| UNBUNDLED EXCHANGE ACCESS LOOP       |   |             |      |       |       |            |              |       |                         |   |   |  |  |   |   |            |  |
|                                      | 4-WIRE DS1 DIGITAL LOOP   |             |      |       |       |            |              |       |                         |   |   |  |  |   |   |            |  |
|                                      | EEL to Designed UNE-L Conversion without outside dispatch, spreadsheet conversion, per Loop |             |      | USL   | UREEL |            | 128.00       | 77.00 |                         |   |   |  |  |   |   |            |  |
|                                      |   |             |      |       |       |            |              |       |                         |   |   |  |  |   |   |            |  |
| ADDITIONAL NETWORK ELEMENTS          |   |             |      |       |       |            |              |       |                         |   |   |  |  |   |   |            |  |
|                                      | Service Rearrangements  |             |      |       |       |            |              |       |                         |   |   |  |  |   |   |            |  |
|                                      | UNE Multiplexer Reconfiguration Change Charge per DS1 Circuit                               |             |      | UNC1X | URERC |            | 35.00        | 35.00 |                         |   |   |  |  |   |   |            |  |

| 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 |       | Nonrecurring Disconnect |                                  | OSS Rates (\$)                       |  |  |   |   |       |
|                                       |   |         |      |       |       |            | First        | Add'l | First                   | Add'l                            | SOME C                               | SOMAN  | SOMAN  | SOMAN   | SOMAN   | SOMAN |
| UNBUNDLED EXCHANGE ACCESS LOOP        |   |         |      |       |       |            |              |       |                         |                                  |                                      |  |  |   |   |       |
|                                       | 4-WIRE DS1 DIGITAL LOOP   |         |      |       |       |            |              |       |                         |                                  |                                      |  |  |   |   |       |
|                                       | EEL to Designed UNE-L Conversion without outside dispatch, spreadsheet conversion, per Loop |         |      | USL   | UREEL |            | 128.00       | 77.00 |                         |                                  |                                      |  |  |   |   |       |
|                                       |   |         |      |       |       |            |              |       |                         |                                  |                                      |  |  |   |   |       |
| ADDITIONAL NETWORK ELEMENTS           |   |         |      |       |       |            |              |       |                         |                                  |                                      |  |  |   |   |       |
|                                       | Service Rearrangements  |         |      |       |       |            |              |       |                         |                                  |                                      |  |  |   |   |       |
|                                       | UNE Multiplexer Reconfiguration Change Charge per DS1 Circuit                               |         |      | UNC1X | URERC |            | 35.00        | 35.00 |                         |                                  |                                      |  |  |   |   |       |

| UNBUNDLED NETWORK ELEMENTS - Louisiana |   |             |      |       |       |            |              |       |                         |   |   |  |  | Attachment: 2   |   | Exhibit: A |  |
|--|---|-------------|------|-------|-------|------------|--------------|-------|-------------------------|---|---|--|--|---|---|------------|--|
| CATEGORY                               | RATE ELEMENTS   | Interi<br>m | Zone | BCS   | USOC  | RATES (\$) |              |       |                         | Svc Order<br>Submitted<br>Elec<br>per LSR | Svc Order<br>Submitted<br>Manually<br>per LSR | Incremental<br>Charge -<br>Manual Svc<br>Order vs.<br>Electronic-<br>1st | Incremental<br>Charge -<br>Manual Svc<br>Order vs.<br>Electronic-<br>Add'l | Incremental<br>Charge -<br>Manual Svc<br>Order vs.<br>Electronic-<br>Disc 1st | Incremental<br>Charge -<br>Manual Svc<br>Order vs.<br>Electronic-<br>Disc Add'l |            |  |
|  |   |             |      |       |       |            |              |       |                         |   |   |  |  |   |   |            |  |
|  |   |             |      |       |       | Rec        | Nonrecurring |       | Nonrecurring Disconnect |   | OSS Rates (\$)                                |  |  |   |   |            |  |
|  |   |             |      |       |       |            | First        | Add'l | First                   | Add'l                                     | SOMEc   | SOMAN  | SOMAN  | SOMAN   | SOMAN   | SOMAN      |  |
| UNBUNDLED EXCHANGE ACCESS LOOP         |   |             |      |       |       |            |              |       |                         |   |   |  |  |   |   |            |  |
|  | 4-WIRE DS1 DIGITAL LOOP   |             |      |       |       |            |              |       |                         |   |   |  |  |   |   |            |  |
|  | EEL to Designed UNE-L Conversion without outside dispatch, spreadsheet conversion, per Loop |             |      | USL   | UREEL |            | 128.00       | 77.00 |                         |   |   |  |  |   |   |            |  |
| ADDITIONAL NETWORK ELEMENTS            |   |             |      |       |       |            |              |       |                         |   |   |  |  |   |   |            |  |
|  | Service Rearrangements  |             |      |       |       |            |              |       |                         |   |   |  |  |   |   |            |  |
|  | UNE Multiplexer Reconfiguration Change Charge per DS1 Circuit                               |             |      | UNC1X | URERC |            | 35.00        | 35.00 |                         |   |   |  |  |   |   |            |  |

| UNBUNDLED NETWORK ELEMENTS - Mississippi |   |             |      |       |       |            |              |       |                         |   |   |  |  |   |   | Attachment: 2 |  | Exhibit: A |  |  |  |  |  |  |
|--|---|-------------|------|-------|-------|------------|--------------|-------|-------------------------|---|---|--|--|---|---|---------------|--|------------|--|--|--|--|--|--|
| CATEGORY                                 | RATE ELEMENTS   | Interi<br>m | Zone | BCS   | USOC  | RATES (\$) |              |       |                         | Svc Order<br>Submitted<br>Elec<br>per LSR | Svc Order<br>Submitted<br>Manually<br>per LSR | Incremental<br>Charge -<br>Manual Svc<br>Order vs.<br>Electronic-<br>1st | Incremental<br>Charge -<br>Manual Svc<br>Order vs.<br>Electronic-<br>Add'l | Incremental<br>Charge -<br>Manual Svc<br>Order vs.<br>Electronic-<br>Disc 1st | Incremental<br>Charge -<br>Manual Svc<br>Order vs.<br>Electronic-<br>Disc Add'l |               |  |            |  |  |  |  |  |  |
|  |   |             |      |       |       |            |              |       |                         |   |   |  |  |   |   |               |  |            |  |  |  |  |  |  |
|  |   |             |      |       |       | Rec        | Nonrecurring |       | Nonrecurring Disconnect |   | OSS Rates (\$)                                |  |  |   |   |               |  |            |  |  |  |  |  |  |
|  |   |             |      |       |       |            |              | First | Add'l                   | First                                     | Add'l   | SOMEc  | SOMAN  | SOMAN   | SOMAN   | SOMAN         |  |            |  |  |  |  |  |  |
| UNBUNDLED EXCHANGE ACCESS LOOP           |   |             |      |       |       |            |              |       |                         |   |   |  |  |   |   |               |  |            |  |  |  |  |  |  |
|  | 4-WIRE DS1 DIGITAL LOOP   |             |      |       |       |            |              |       |                         |   |   |  |  |   |   |               |  |            |  |  |  |  |  |  |
|  | EEL to Designed UNE-L Conversion without outside dispatch, spreadsheet conversion, per Loop |             |      | USL   | UREEL |            | 128.00       | 77.00 |                         |   |   |  |  |   |   |               |  |            |  |  |  |  |  |  |
|  |   |             |      |       |       |            |              |       |                         |   |   |  |  |   |   |               |  |            |  |  |  |  |  |  |
| ADDITIONAL NETWORK ELEMENTS              |   |             |      |       |       |            |              |       |                         |   |   |  |  |   |   |               |  |            |  |  |  |  |  |  |
|  | Service Rearrangements  |             |      |       |       |            |              |       |                         |   |   |  |  |   |   |               |  |            |  |  |  |  |  |  |
|  | UNE Multiplexer Reconfiguration Change Charge per DS1 Circuit                               |             |      | UNC1X | URERC |            | 35.00        | 35.00 |                         |   |   |  |  |   |   |               |  |            |  |  |  |  |  |  |



| UNBUNDLED NETWORK ELEMENTS - North Carolina |   |             |      |       |       |            |              |       |                         |   |   |  |  | Attachment: 2   |   | Exhibit: A |       |
|---|---|-------------|------|-------|-------|------------|--------------|-------|-------------------------|---|---|--|--|---|---|------------|-------|
| CATEGORY                                    | RATE ELEMENTS   | Interi<br>m | Zone | BCS   | USOC  | RATES (\$) |              |       |                         | Svc Order<br>Submitted<br>Elec<br>per LSR | Svc Order<br>Submitted<br>Manually<br>per LSR | Incremental<br>Charge -<br>Manual Svc<br>Order vs.<br>Electronic-<br>1st | Incremental<br>Charge -<br>Manual Svc<br>Order vs.<br>Electronic-<br>Add'l | Incremental<br>Charge -<br>Manual Svc<br>Order vs.<br>Electronic-<br>Disc 1st | Incremental<br>Charge -<br>Manual Svc<br>Order vs.<br>Electronic-<br>Disc Add'l |            |       |
|   |   |             |      |       |       |            |              |       |                         |   |   |  |  |   |   |            |       |
|   |   |             |      |       |       | Rec        | Nonrecurring |       | Nonrecurring Disconnect |   | OSS Rates (\$)                                |  |  |   |   |            |       |
|   |   |             |      |       |       |            |              | First | Add'l                   | First                                     | Add'l   | SOME C   | SOMAN  | SOMAN   | SOMAN   | SOMAN      | SOMAN |
| UNBUNDLED EXCHANGE ACCESS LOOP              |   |             |      |       |       |            |              |       |                         |   |   |  |  |   |   |            |       |
|   | 4-WIRE DS1 DIGITAL LOOP   |             |      |       |       |            |              |       |                         |   |   |  |  |   |   |            |       |
|   | EEL to Designed UNE-L Conversion without outside dispatch, spreadsheet conversion, per Loop |             |      | USL   | UREEL |            | 128.00       | 77.00 |                         |   |   |  |  |   |   |            |       |
| ADDITIONAL NETWORK ELEMENTS                 |   |             |      |       |       |            |              |       |                         |   |   |  |  |   |   |            |       |
|   | Service Rearrangements  |             |      |       |       |            |              |       |                         |   |   |  |  |   |   |            |       |
|   | UNE Multiplexer Reconfiguration Change Charge per DS1 Circuit                               |             |      | UNC1X | URERC |            | 35.00        | 35.00 |                         |   |   |  |  |   |   |            |       |

| UNBUNDLED NETWORK ELEMENTS - South Carolina |   |             |      |       |       |            |              |       |                         |   |   |  |  | Attachment: 2   |   | Exhibit: A |       |
|---|---|-------------|------|-------|-------|------------|--------------|-------|-------------------------|---|---|--|--|---|---|------------|-------|
| CATEGORY                                    | RATE ELEMENTS   | Interi<br>m | Zone | BCS   | USOC  | RATES (\$) |              |       |                         | Svc Order<br>Submitted<br>Elec<br>per LSR | Svc Order<br>Submitted<br>Manually<br>per LSR | Incremental<br>Charge -<br>Manual Svc<br>Order vs.<br>Electronic-<br>1st | Incremental<br>Charge -<br>Manual Svc<br>Order vs.<br>Electronic-<br>Add'l | Incremental<br>Charge -<br>Manual Svc<br>Order vs.<br>Electronic-<br>Disc 1st | Incremental<br>Charge -<br>Manual Svc<br>Order vs.<br>Electronic-<br>Disc Add'l |            |       |
|   |   |             |      |       |       |            |              |       |                         |   |   |  |  |   |   |            |       |
|   |   |             |      |       |       | Rec        | Nonrecurring |       | Nonrecurring Disconnect |   | OSS Rates (\$)                                |  |  |   |   |            |       |
|   |   |             |      |       |       |            |              | First | Add'l                   | First                                     | Add'l   | SOME C   | SOMAN  | SOMAN   | SOMAN   | SOMAN      | SOMAN |
| UNBUNDLED EXCHANGE ACCESS LOOP              |   |             |      |       |       |            |              |       |                         |   |   |  |  |   |   |            |       |
|   | 4-WIRE DS1 DIGITAL LOOP   |             |      |       |       |            |              |       |                         |   |   |  |  |   |   |            |       |
|   | EEL to Designed UNE-L Conversion without outside dispatch, spreadsheet conversion, per Loop |             |      | USL   | UREEL |            | 128.00       | 77.00 |                         |   |   |  |  |   |   |            |       |
| ADDITIONAL NETWORK ELEMENTS                 |   |             |      |       |       |            |              |       |                         |   |   |  |  |   |   |            |       |
|   | Service Rearrangements  |             |      |       |       |            |              |       |                         |   |   |  |  |   |   |            |       |
|   | UNE Multiplexer Reconfiguration Change Charge per DS1 Circuit                               |             |      | UNC1X | URERC |            | 35.00        | 35.00 |                         |   |   |  |  |   |   |            |       |

| UNBUNDLED NETWORK ELEMENTS - Tennessee |   |             |      |       |       |            |                       |       |                                  |       |   |   |  | Attachment: 2  |   | Exhibit: A  |  |
|--|---|-------------|------|-------|-------|------------|-----------------------|-------|----------------------------------|-------|---|---|--|--|---|---|--|
| CATEGORY                               | RATE ELEMENTS   | Interi<br>m | Zone | BCS   | USOC  | RATES (\$) |                       |       |                                  |       | Svc Order<br>Submitted<br>Elec<br>per LSR | Svc Order<br>Submitted<br>Manually<br>per LSR | Incremental<br>Charge -<br>Manual Svc<br>Order vs.<br>Electronic-<br>1st | Incremental<br>Charge -<br>Manual Svc<br>Order vs.<br>Electronic-<br>Add'l | Incremental<br>Charge -<br>Manual Svc<br>Order vs.<br>Electronic-<br>Disc 1st | Incremental<br>Charge -<br>Manual Svc<br>Order vs.<br>Electronic-<br>Disc Add'l |  |
|  |   |             |      |       |       |            |                       |       |                                  |       |   |   |  |  |   |   |  |
|  |   |             |      |       |       | Rec        | Nonrecurring<br>First | Add'l | Nonrecurring Disconnect<br>First | Add'l | SOMEc                                     | SOMAN   | OSS Rates (\$)   |  |   |   |  |
|  |   |             |      |       |       |            |                       |       |                                  |       |   |   | SOMAN  | SOMAN  | SOMAN   | SOMAN   |  |
| UNBUNDLED EXCHANGE ACCESS LOOP         |   |             |      |       |       |            |                       |       |                                  |       |   |   |  |  |   |   |  |
|  | 4-WIRE DS1 DIGITAL LOOP   |             |      |       |       |            |                       |       |                                  |       |   |   |  |  |   |   |  |
|  | EEL to Designed UNE-L Conversion without outside dispatch, spreadsheet conversion, per Loop |             |      | USL   | UREEL |            | 128.00                | 77.00 |                                  |       |   | 15.69   |  |  |   |   |  |
| ADDITIONAL NETWORK ELEMENTS            |   |             |      |       |       |            |                       |       |                                  |       |   |   |  |  |   |   |  |
|  | Service Rearrangements  |             |      |       |       |            |                       |       |                                  |       |   |   |  |  |   |   |  |
|  | UNE Multiplexer Reconfiguration Change Charge per DS1 Circuit                               |             |      | UNC1X | URERC |            | 35.00                 | 35.00 |                                  |       |   |   |  |  |   |   |  |