

**Amendment to the Agreement
Between
Network Telephone Corporation
and
BellSouth Telecommunications, Inc.
Dated June 20, 2003**

Pursuant to this Amendment, (the "Amendment"), Network Telephone Corporation ("Network Telephone"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated June 20, 2003 ("Agreement") to be effective with the last signature executing the Amendment ("Effective Date").

WHEREAS, BellSouth and Network Telephone entered into the Agreement on June 20, 2003, 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 to the rates and services in Exhibit B of Attachment 2 the rates and services as set forth in Exhibit 1 of this Amendment, attached hereto and incorporated herein by this reference.
2. The Parties agree to add the following language to Attachment 2 as Section 5.5.6.9:

5.5.6.9 On/Off Premises Extensions and Different Premises Addresses working with 2-wire voice grade port, voice grade Loop, unbundled end office switching, unbundled end office trunk port, common transport per mile per MOU, common transport facilities termination, tandem switching, and tandem trunk port.
3. All of the other provisions of the Agreement, dated June 20, 2003, shall remain in full force and effect.
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.

Signature Page

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

BellSouth Telecommunications, Inc.

By: Name: Kristen RoweTitle: DirectorDate: 10/22/04

Network Telephone Corporation

By: Name: Danyelle Kennedy-LantzTitle: CFODate: 10/21/04

UNBUNDLED NETWORK ELEMENTS - Alabama													Attachment: 2		Exhibit: B	
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 PORT/LOOP COMBINATIONS - COST BASED RATES																
	OFF/ON PREMISES EXTENSION CHANNELS															
		2 Wire Analog Voice Grade Extension Loop – Non-Design		1	UEPRX	UEAEN	12.58	37.81	17.56	23.49	5.30					
		2 Wire Analog Voice Grade Extension Loop – Non-Design		2	UEPRX	UEAEN	21.05	37.81	17.56	23.49	5.30					
		2 Wire Analog Voice Grade Extension Loop – Non-Design		3	UEPRX	UEAEN	34.34	37.81	17.56	23.49	5.30					

UNBUNDLED NETWORK ELEMENTS - Florida													Attachment: 2		Exhibit: B				
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 PORT/LOOP COMBINATIONS - COST BASED RATES																			
	OFF/ON PREMISES EXTENSION CHANNELS																		
		2 Wire Analog Voice Grade Extension Loop – Non-Design					1	UEPRX	UEAEN	10.69	49.57	22.83	25.62	6.57					
		2 Wire Analog Voice Grade Extension Loop – Non-Design					2	UEPRX	UEAEN	15.20	49.57	22.83	25.62	6.57					
		2 Wire Analog Voice Grade Extension Loop – Non-Design					3	UEPRX	UEAEN	26.97	49.57	22.83	25.62	6.57					

UNBUNDLED NETWORK ELEMENTS - Kentucky													Attachment: 2		Exhibit: B							
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 PORT/LOOP COMBINATIONS - COST BASED RATES																						
	OFF/ON PREMISES EXTENSION CHANNELS																					
		2 Wire Analog Voice Grade Extension Loop – Non-Design					1	UEPRX	UEAEN	10.56	46.66	22.57	26.65	7.65								
		2 Wire Analog Voice Grade Extension Loop – Non-Design					2	UEPRX	UEAEN	15.34	46.66	22.57	26.65	7.65								
		2 Wire Analog Voice Grade Extension Loop – Non-Design					3	UEPRX	UEAEN	31.11	46.66	22.57	26.65	7.65								

UNBUNDLED NETWORK ELEMENTS - Louisiana												Attachment: 2		Exhibit: B			
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 PORT/LOOP COMBINATIONS - COST BASED RATES																	
	OFF/ON PREMISES EXTENSION CHANNELS																
	2 Wire Analog Voice Grade Extension Loop – Non-Design			1	UEPRX	UEAEN	12.90	36.54	16.87								
	2 Wire Analog Voice Grade Extension Loop – Non-Design			2	UEPRX	UEAEN	23.33	36.54	16.87								
	2 Wire Analog Voice Grade Extension Loop – Non-Design			3	UEPRX	UEAEN	48.43	36.54	16.87								

UNBUNDLED NETWORK ELEMENTS - Mississippi													Attachment: 2		Exhibit: B	
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	
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																
OFF/ON PREMISES EXTENSION CHANNELS																
	2 Wire Analog Voice Grade Extension Loop – Non-Design		1	UEPRX	UEAEN	12.03	37.92	17.55	23.48	5.25						
	2 Wire Analog Voice Grade Extension Loop – Non-Design		2	UEPRX	UEAEN	16.87	37.92	17.55	23.48	5.25						
	2 Wire Analog Voice Grade Extension Loop – Non-Design		3	UEPRX	UEAEN	25.68	37.92	17.55	23.48	5.25						
	2 Wire Analog Voice Grade Extension Loop – Non-Design		4	UEPRX	UEAEN	43.85	37.92	17.55	23.48	5.25						

UNBUNDLED NETWORK ELEMENTS - North Carolina												Attachment: 2		Exhibit: B	
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
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES															
	OFF/ON PREMISES EXTENSION CHANNELS														
	2 Wire Analog Voice Grade Extension Loop – Non-Design		1	UEPRX	UEAEN	12.11	57.99	42.37				26.94	12.76	0.00	0.00
	2 Wire Analog Voice Grade Extension Loop – Non-Design		2	UEPRX	UEAEN	21.24	57.99	42.37				26.94	12.76	0.00	0.00
	2 Wire Analog Voice Grade Extension Loop – Non-Design		3	UEPRX	UEAEN	33.65	57.99	42.37				26.94	12.76	0.00	0.00

UNBUNDLED NETWORK ELEMENTS - South Carolina													Attachment: 2		Exhibit: B		
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 PORT/LOOP COMBINATIONS - COST BASED RATES																	
		OFF/ON PREMISES EXTENSION CHANNELS															
		2 Wire Analog Voice Grade Extension Loop – Non-Design		1	UEPRX	UEAEN	14.94	37.92	17.62	23.56	5.32						
		2 Wire Analog Voice Grade Extension Loop – Non-Design		2	UEPRX	UEAEN	21.39	37.92	17.62	23.56	5.32						
		2 Wire Analog Voice Grade Extension Loop – Non-Design		3	UEPRX	UEAEN	26.72	37.92	17.62	23.56	5.32						

UNBUNDLED NETWORK ELEMENTS - Tennessee													Attachment: 2		Exhibit: B		
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
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																	
		OFF/ON PREMISES EXTENSION CHANNELS															
		2 Wire Analog Voice Grade Extension Loop – Non-Design		1	UEPRX	UEAEN	13.19	31.99	20.02	10.65	1.41		20.35	10.54	13.32	13.32	
		2 Wire Analog Voice Grade Extension Loop – Non-Design		2	UEPRX	UEAEN	17.23	31.99	20.02	10.65	1.41		20.35	10.54	13.32	13.32	
		2 Wire Analog Voice Grade Extension Loop – Non-Design		3	UEPRX	UEAEN	22.53	31.99	20.02	10.65	1.41		20.35	10.54	13.32	13.32	