

**Amendment to the Agreement  
Between  
Southern Telecommunications Company, LLC  
and  
BellSouth Telecommunications, Inc.  
Dated March 20, 2004**

Pursuant to this Amendment, (the "Amendment"), Southern Telecommunications Company, LLC ("Southern Tel"), 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 20, 2004 ("Agreement") to be effective thirty (30) days after the date of the last signature executing the Amendment.

WHEREAS, BellSouth and Southern Tel entered into the Agreement on March 20, 2004, 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 March 20, 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.**

**Southern Telecommunications Company, LLC**

By: *Kristen Rowe*

By: *David P. Goodwin*

Name: Kristen Rowe

Name: David P. Goodwin

Title: Director

Title: CEO

Date: 1/7/05

Date: 12/14/04

| 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                            | SOMEc                                | SOMAN  | SOMAN  | SOMAN   | SOMAN   |
| <b>UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES</b> |  |         |      |       |       |            |              |       |                         |                                  |                                      |  |  |   |   |
| <b>NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED</b>    |  |         |      |       |       |            |              |       |                         |                                  |                                      |  |  |   |   |
|  | 2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service |         |      | UEPRX | URECC |            | 0.10         |       |                         |                                  |                                      |  |  |   |   |

| UNBUNDLED NETWORK ELEMENTS - Florida                       |  |         |      |       |       |            |              |       |                         | 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 |                                  |                                      |  |  |   |   |
|  |  |         |      |       |       |            | First        | Add'l | First                   | Add'l                            | SOMEc                                | SOMAN  | SOMAN  | SOMAN   | SOMAN   |
| <b>UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES</b> |  |         |      |       |       |            |              |       |                         |                                  |                                      |  |  |   |   |
| <b>NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED</b>    |  |         |      |       |       |            |              |       |                         |                                  |                                      |  |  |   |   |
|  | 2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service |         |      | UEPRX | URECC |            | 0.102        |       |                         |                                  |                                      |  |  |   |   |
|  |  |         |      |       |       |            |              |       |                         |                                  |                                      |  |  |   |   |
|  |  |         |      |       |       |            |              |       |                         |                                  |                                      |  |  |   |   |

| UNBUNDLED NETWORK ELEMENTS - Georgia                       |  |         |      |       |       |            |              |       |                         | 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 |                                  |                                      |  |  |   |   |
|  |  |         |      |       |       |            | First        | Add'l | First                   | Add'l                            | SOMEc                                | SOMAN  | SOMAN  | SOMAN   | SOMAN   |
| <b>UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES</b> |  |         |      |       |       |            |              |       |                         |                                  |                                      |  |  |   |   |
| <b>NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED</b>    |  |         |      |       |       |            |              |       |                         |                                  |                                      |  |  |   |   |
|  | 2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service |         |      | UEPRX | URECC |            | 0.10         |       |                         |                                  |                                      |  |  |   |   |
|  |  |         |      |       |       |            |              |       |                         |                                  |                                      |  |  |   |   |
|  |  |         |      |       |       |            |              |       |                         |                                  |                                      |  |  |   |   |

| 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 |                                  | SOMEc                                | SOMAN  | OSS Rates (\$)   |   |   |
|  |  |         |      |       |       |            | First        | Add'l | First                   | Add'l                            |                                      |  | SOMAN  | SOMAN   | SOMAN   |
| <b>UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES</b> |  |         |      |       |       |            |              |       |                         |                                  |                                      |  |  |   |   |
| <b>NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED</b>    |  |         |      |       |       |            |              |       |                         |                                  |                                      |  |  |   |   |
|  | 2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service |         |      | UEPRX | URECC |            | 0.10         |       |                         |                                  |                                      |  |  |   |   |

| UNBUNDLED NETWORK ELEMENTS - Louisiana                     |  |         |      |       |       |            |              |       |                         |                                  | 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 |                                  |                                      |  |  |   |   |
|  |  |         |      |       |       |            | First        | Add'l | First                   | Add'l                            | SOMEc                                | SOMAN  | SOMAN  | SOMAN   | SOMAN   |
| <b>UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES</b> |  |         |      |       |       |            |              |       |                         |                                  |                                      |  |  |   |   |
| <b>NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED</b>    |  |         |      |       |       |            |              |       |                         |                                  |                                      |  |  |   |   |
|  | 2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service |         |      | UEPRX | URECC |            | 0.10         |       |                         |                                  |                                      |  |  |   |   |
|  |  |         |      |       |       |            |              |       |                         |                                  |                                      |  |  |   |   |
|  |  |         |      |       |       |            |              |       |                         |                                  |                                      |  |  |   |   |

| UNBUNDLED NETWORK ELEMENTS - Mississippi                   |  |         |      |       |       |            |              |       |                         | 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 |                                  | SOMEc                                | SOMAN  | OSS Rates (\$)   |   |   |
|  |  |         |      |       |       |            | First        | Add'l | First                   | Add'l                            |                                      |  | SOMAN  | SOMAN   | SOMAN   |
| <b>UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES</b> |  |         |      |       |       |            |              |       |                         |                                  |                                      |  |  |   |   |
| <b>NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED</b>    |  |         |      |       |       |            |              |       |                         |                                  |                                      |  |  |   |   |
|  | 2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service |         |      | UEPRX | URECC |            | 0.0988       |       |                         |                                  |                                      |  |  |   |   |



| UNBUNDLED NETWORK ELEMENTS - North Carolina                |  |         |      |       |       |            |              |       |                         | 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 |                                  |                                      |  |  |   |   |
|  |  |         |      |       |       |            | First        | Add'l | First                   | Add'l                            | SOMEc                                | SOMAN  | SOMAN  | SOMAN   | SOMAN   |
| <b>UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES</b> |  |         |      |       |       |            |              |       |                         |                                  |                                      |  |  |   |   |
| <b>NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED</b>    |  |         |      |       |       |            |              |       |                         |                                  |                                      |  |  |   |   |
|  | 2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service |         |      | UEPRX | URECC |            | 2.77         |       |                         |                                  |                                      |  |  |   |   |
|  |  |         |      |       |       |            |              |       |                         |                                  |                                      |  |  |   |   |
|  |  |         |      |       |       |            |              |       |                         |                                  |                                      |  |  |   |   |

| UNBUNDLED NETWORK ELEMENTS - South Carolina                |  |         |      |       |       |            |              |       |                         |                                  | 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 |                                  |                                      |  |  |   |   |
|  |  |         |      |       |       |            | First        | Add'l | First                   | Add'l                            | SOMEc                                | SOMAN  | SOMAN  | SOMAN   | SOMAN   |
| <b>UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES</b> |  |         |      |       |       |            |              |       |                         |                                  |                                      |  |  |   |   |
| <b>NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED</b>    |  |         |      |       |       |            |              |       |                         |                                  |                                      |  |  |   |   |
|  | 2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service |         |      | UEPRX | URECC |            | 0.10         |       |                         |                                  |                                      |  |  |   |   |

| UNBUNDLED NETWORK ELEMENTS - Tennessee                     |  |         |      |       |       |            |                    |       |                               |                                  | 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 First | Add'l | Nonrecurring Disconnect First |                                  |                                      |  |  |   |   |
| <b>UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES</b> |  |         |      |       |       |            |                    |       |                               |                                  |                                      |  |  |   |   |
| <b>NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED</b>    |  |         |      |       |       |            |                    |       |                               |                                  |                                      |  |  |   |   |
|  | 2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service |         |      | UEPRX | URECC |            | 1.03               |       |                               |                                  |                                      | 15.69  |  |   |   |
|  |  |         |      |       |       |            |                    |       |                               |                                  |                                      |  |  |   |   |
|  |  |         |      |       |       |            |                    |       |                               |                                  |                                      |  |  |   |   |