

**AMENDMENT  
TO THE  
AGREEMENT BETWEEN  
BELLSOUTH TELECOMMUNICATIONS, INC.  
AND  
THE OTHER PHONE COMPANY, INC. D/B/A ACCESS ONE COMMUNICATIONS,  
THE OTHER PHONE COMPANY, INC. D/B/A TALK AMERICA INC. (NOT IN FLORIDA),  
AND  
TALK AMERICA INC.  
  
DATED JUNE 12, 2002**

Pursuant to this Amendment, (the "Amendment"), BellSouth Telecommunications, Inc. ("BellSouth"), a Georgia corporation, and The Other Phone Company, Inc. d/b/a Access One Communications, a Florida corporation, The Other Phone Company, Inc. d/b/a Talk America Inc. (NOT in Florida), a Florida corporation, and Talk America Inc., a Pennsylvania corporation ("collectively referred to as "Talk America"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated June 12, 2002 ("Talk America Agreement") to be effective on the date of last signature executing this Amendment.

WHEREAS, BellSouth and Talk America entered into the Agreement on June 12, 2002, and;

WHEREAS, BellSouth and Talk America are amending the Adoption of Agreements provision of the Agreement pursuant to the FCC's Second Report and Order, WC Docket No. 01-338, issued on July 13, 2004;

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 delete Section 17.1 of the General Terms and Conditions and replace it with the following:

17.1 Pursuant to 47 USC § 252(i) and 47 C.F.R. § 51.809, BellSouth shall make available to Talk America any entire interconnection agreement filed and approved pursuant to 47 USC § 252. The adopted agreement shall apply to the same states as the agreement that was adopted, and the term of the adopted agreement shall expire on the same date as set forth in the agreement that was adopted.

2. All of the other provisions of the Agreement dated June 12, 2002 shall remain unchanged and 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 Amendment the day and year written below.

**BellSouth Telecommunications, Inc.**

**The Other Phone Company, Inc. d/b/a  
Access One Communications  
The Other Phone Company, Inc. d/b/a  
Talk America Inc. (NOT in Florida)  
Talk America Inc.**

By: Kristen Rowe

Name: Kristen Rowe

Title: Director

Date: 12/3/04

By: Aloysius T. Lam IV

Name: Aloysius T. Lam IV

Title: EVF - General Counsel

Date: 11/17/04