

**Amendment to the Interconnection 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.**

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, ("Agreement") to be effective on the date of the last signature executing the Amendment.

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

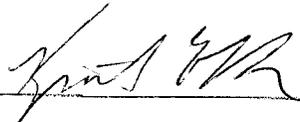
NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

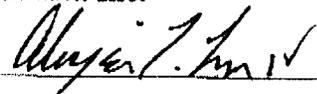
1. The parties agree to add the following provision to Attachment 2, Section 4.3 and the associated rates as set forth in Exhibit 1 of this Amendment, attached hereto and incorporated herein by this reference.
 - 4.3.1.1** Where Talk America utilizes portions of the BellSouth network in originating or terminating traffic, the Tandem Switching rates are applied in call scenarios where the Tandem Switching Network Element has been utilized. Because switch recordings cannot accurately indicate on a per call basis when the Tandem Switching Network Element has been utilized for an interoffice call originating from a UNE port and terminating to a BellSouth, Independent Company or Facility-Based CLEC office, BellSouth has developed, based upon call studies, a melded rate that takes into account the average percentage of calls that utilize Tandem Switching in these scenarios. BellSouth shall apply the melded Tandem Switching rate for every call in these scenarios. BellSouth shall utilize the melded Tandem Switching Rate until BellSouth has the capability to measure actual Tandem Switch usage in each call scenario specifically mentioned above, at which point the rate for the actual Tandem Switch usage shall apply. The UNE Call Flows set forth on BellSouth's website, as amended from time to time and incorporated herein by this reference, illustrate when the full or melded Tandem Switching rates apply for specific scenarios.
2. All of the other provisions of the Agreement, dated June 12, 2002, 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 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), and
Talk America Inc.**

By: 
Name: Kristen E. Rowe
Title: Director
Date: 5/6/04

By: 
Name: Aloysius T. Lan IV
Title: VP - General Counsel
Date: 5/6/04

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	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE																
	End Office Switching (Port Usage)															
	End Office Switching Function, Per MOU					0.0007025										
	End Office Trunk Port - Shared, Per MOU					0.0001638										
	Tandem Switching (Port Usage) (Local or Access Tandem)															
	Tandem Switching Function Per MOU					0.000095										
	Tandem Trunk Port - Shared, Per MOU					0.0002015										
	Tandem Switching Function Per MOU (Melded)					0.000040993										
	Tandem Trunk Port - Shared, Per MOU (Melded)					0.000086947										
	Melded Factor: 43.15% of the Tandem Rate															
	Common Transport															
	Common Transport - Per Mile, Per MOU					0.0000023										
	Common Transport - Facilities Termination Per MOU					0.0003224										

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		OSS Rates (\$)				
						First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE															
	End Office Switching (Port Usage)														
	End Office Switching Function, Per MOU					0.0007662									
	End Office Trunk Port - Shared, Per MOU					0.000164									
	Tandem Switching (Port Usage) (Local or Access Tandem)														
	Tandem Switching Function Per MOU					0.0001319									
	Tandem Trunk Port - Shared, Per MOU					0.000235									
	Tandem Switching Function Per MOU (Melded)					0.000027185									
	Tandem Trunk Port - Shared, Per MOU (Melded)					0.000048434									
	Melded Factor: 20.61% of the Tandem Rate														
	Common Transport														
	Common Transport - Per Mile, Per MOU					0.0000035									
	Common Transport - Facilities Termination Per MOU					0.0004372									

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		OSS Rates (\$)				
							First	Add'l	First	Add'l	SOMEc	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE																
	End Office Switching (Port Usage)															
	End Office Switching Function, Per MOU					0.0006153										
	End Office Trunk Port - Shared, Per MOU					0.0001226										
	Tandem Switching (Port Usage) (Local or Access Tandem)															
	Tandem Switching Function Per MOU					0.0000972										
	Tandem Trunk Port - Shared, Per MOU					0.0001557										
	Tandem Switching Function Per MOU (Melded)					0.000017904										
	Tandem Trunk Port - Shared, Per MOU (Melded)					0.00002868										
	Melded Factor: 18.42% of the Tandem Rate															
	Common Transport															
	Common Transport - Per Mile, Per MOU					0.0000027										
	Common Transport - Facilities Termination Per MOU					0.0001914										

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	SOMEK	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE															
	End Office Switching (Port Usage)														
	End Office Switching Function, Per MOU					0.0011971									
	End Office Trunk Port - Shared, Per MOU					0.0002112									
	Tandem Switching (Port Usage) (Local or Access Tandem)														
	Tandem Switching Function Per MOU					0.000194									
	Tandem Trunk Port - Shared, Per MOU					0.0002416									
	Tandem Switching Function Per MOU (Melded)					0.000094381									
	Tandem Trunk Port - Shared, Per MOU (Melded)					0.000117538									
	Melded Factor: 48.65% of the Tandem Rate														
	Common Transport														
	Common Transport - Per Mile, Per MOU					0.000003									
	Common Transport - Facilities Termination Per MOU					0.0007466									

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		OSS Rates (\$)				
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE																
	End Office Switching (Port Usage)															
	End Office Switching Function, Per MOU					0.001868										
	End Office Trunk Port - Shared, Per MOU					0.00018										
	Tandem Switching (Port Usage) (Local or Access Tandem)															
	Tandem Switching Function Per MOU					0.0001067										
	Tandem Trunk Port - Shared, Per MOU					0.000222										
	Tandem Switching Function Per MOU (Melded)					0.000035296										
	Tandem Trunk Port - Shared, Per MOU (Melded)					0.000073438										
	Melded Factor: 33.08% of the Tandem Rate															
	Common Transport															
	Common Transport - Per Mile, Per MOU					0.0000032										
	Common Transport - Facilities Termination Per MOU					0.0003748										

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		OSS Rates (\$)				
						First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE															
	End Office Switching (Port Usage)														
	End Office Switching Function, Per MOU					0.0010269									
	End Office Trunk Port - Shared, Per MOU					0.000161									
	Tandem Switching (Port Usage) (Local or Access Tandem)														
	Tandem Switching Function Per MOU					0.0001723									
	Tandem Trunk Port - Shared, Per MOU					0.0001828									
	Tandem Switching Function Per MOU (Melded)					0.000063441									
	Tandem Trunk Port - Shared, Per MOU (Melded)					0.000067307									
	Melded Factor: 36.82% of the Tandem Rate														
	Common Transport														
	Common Transport - Per Mile, Per MOU					0.0000026									
	Common Transport - Facilities Termination Per MOU					0.0004541									

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		OSS Rates (\$)				
						First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE															
	End Office Switching (Port Usage)														
	End Office Switching Function, Per MOU					0.0015									
	End Office Trunk Port - Shared, Per MOU					0.00023									
	Tandem Switching (Port Usage) (Local or Access Tandem)														
	Tandem Switching Function Per MOU					0.0006									
	Tandem Trunk Port - Shared, Per MOU					0.0003									
	Tandem Switching Function Per MOU (Melded)					0.00024618									
	Tandem Trunk Port - Shared, Per MOU (Melded)					0.00012309									
	Melded Factor: 41.03% of the Tandem Rate														
	Common Transport														
	Common Transport - Per Mile, Per MOU					0.00001									
	Common Transport - Facilities Termination Per MOU					0.00034									

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		OSS Rates (\$)				
						First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE															
	End Office Switching (Port Usage)														
	End Office Switching Function, Per MOU					0.0010519									
	End Office Trunk Port - Shared, Per MOU					0.0002136									
	Tandem Switching (Port Usage) (Local or Access Tandem)														
	Tandem Switching Function Per MOU					0.0001634									
	Tandem Trunk Port - Shared, Per MOU					0.0002863									
	Tandem Switching Function Per MOU (Melded)					0.00004951									
	Tandem Trunk Port - Shared, Per MOU (Melded)					0.000086749									
	Melded Factor: 30.30% of the Tandem Rate														
	Common Transport														
	Common Transport - Per Mile, Per MOU					0.0000045									
	Common Transport - Facilities Termination Per MOU					0.0004095									

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 First	Disconnect Add'l	OSS Rates (\$)				
										SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE															
	End Office Switching (Port Usage)														
	End Office Switching Function, Per MOU					0.0008041									
	Tandem Switching (Port Usage) (Local or Access Tandem)														
	Tandem Switching Function Per MOU					0.0009778									
	Tandem Switching Function Per MOU (Melded)					0.000380364									
	Melded Factor: 38.90% of the Tandem Rate														
	Common Transport														
	Common Transport - Per Mile, Per MOU					0.0000064									
	Common Transport - Facilities Termination Per MOU					0.0003871									