

**AMENDMENT
TO THE
INTERCONNECTION AGREEMENT BETWEEN
THE OTHER PHONE COMPANY, INC. d/b/a ACCESS ONE COMMUNICATIONS, INC.
AND
BELLSOUTH TELECOMMUNICATIONS, INC.**

Pursuant to this Amendment, (the "Amendment"), The Other Phone Company, Inc. d/b/a Access One Communications, Inc. ("Access One"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated February 17, 2000 ("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. Notices subject to Section 20 of the General Terms and Conditions shall now be sent to the following Access One parties:

Francie McComb
Associate General Counsel
Talk America
6805 Route 202
New Hope, PA 18938

and

Page Miller
Director, Carrier Relations
Talk America
12001 Science Drive, Suite 130
Orlando, FL 32826

2. All of the other provisions of the Agreement, dated February 17, 2000, shall remain in full force and effect.
3. Either or both of the Parties is 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 hereto have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below.

**The Other Phone Company, Inc. d/b/a
Access One Communications, Inc.**

BellSouth Telecommunications, Inc.

Signature on File
Signature

Warren Brasselle
Name

Senior V.P. Operations
Title

July 27, 2001
Date

Signature on File
Signature

C. W. Boltz
Name

Managing Director
Title

July 30, 2001
Date