

Amendment No. 2 to the Agreement
Between
BellSouth BSE, Inc
and
BellSouth Telecommunications, Inc.
Executed August 22, 2003
Effective September 21, 2003

Pursuant to this Amendment, (the "Second Amendment"), BellSouth BSE, Inc. ("BSE"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend the Amendment signed February 3, 2004 and effective March 4, 2004, to that certain Interconnection Agreement between the Parties executed August 22, 2003 and effective September 21, 2003 ("Agreement") to be effective the date of the last signature executing the Amendment.

WHEREAS, BellSouth and BSE entered into an Amendment to the Agreement executed August 22, 2003 and effective September 21, 2003, with an effective date of March 4, 2004;

WHEREAS, the Parties desire to amend the Amendment to the Agreement to reflect the executed and effective date of the Interconnection Agreement;

WHEREAS, the Parties desire to amend the Agreement to reflect other changes as agreed upon by the Parties;

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 "Date September 21, 2003" throughout the Amendment and replace with "Effective Date September 21, 2003."
2. The Parties agree to add Executed Date August 22, 2003 to precede all appearances of "Effective Date" in the Amendment.
3. The Parties agree that the Amendment executed February 3, 2004 and effective March 4, 2004 shall be designated as Amendment No. 1 to the Interconnection Agreement between BellSouth BSE, Inc. and BellSouth Telecommunications, Inc.
4. Either or both of the Parties are authorized to submit this Second 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 hereto have caused this
Amendment to be executed by their respective duly authorized representatives on the date
indicated below.

BellSouth Telecommunications, Inc.

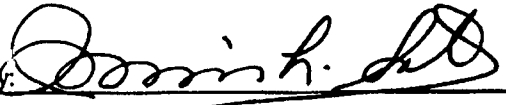
By: 

Name: Kristen E. Rowe

Title: Director

Date: 4/7/04

BellSouth BSE, Inc.

By: 

Name: MARIO L. SOTO

Title: PRESIDENT

Date: 4/7/04