

**Amendment No. 10 to the Agreement
Between
BellSouth BSE, Inc.
and
BellSouth Telecommunications, Inc.
Executed August 22, 2003
Effective September 21, 2003**

Pursuant to this Amendment No. 10 (the "Tenth Amendment"), BellSouth BSE, Inc. ("BSE"), BellSouth Long Distance, Inc. ("BSLD") and BellSouth Telecommunications, Inc. ("BellSouth") hereinafter referred to collectively as the "Parties," agree to amend that certain Interconnection Agreement between the Parties executed August 22, 2003 and effective September 21, 2003 ("Agreement") to be effective upon the date of the last signature executing the Amendment affixed hereto.

WHEREAS, BellSouth and BSE entered into the Agreement on September 21, 2003, and;

WHEREAS, BSLD has been made a party to this Agreement in the states of Alabama, Florida, Georgia, Mississippi, and South Carolina, and;

WHEREAS, BSLD has been granted a Certificate of Authority to Operate (the "Certificate") by the Louisiana Public Service Commission, effective September 10, 2004, authorizing BSLD to provide Competitive Local Exchange Carrier services in the state of Louisiana;

WHEREAS, the Parties desire to amend the Interconnection Agreement to add BSLD to the Agreement as a party for the state of Louisiana thereto.

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 amend the Interconnection Agreement to add the name of "BellSouth Long Distance, Inc." to the contract where ever the name "BellSouth BSE, Inc" appears and to add the defined term "BSLD" wherever the defined term "BSE" appears throughout the Interconnection Agreement for the State of Louisiana.
2. All of the other provisions of the Agreement shall remain in full force and effect.
3. Either or both of the Parties are authorized to submit this Tenth Amendment to the Louisiana Public Service Commission for approval subject to Section 252(e) of the Telecommunications Act of 1996 in accordance with the Interconnection Agreement.

IN WITNESS WHEREOF, the Parties have executed this Agreement the day and year written below.

BellSouth Telecommunications, Inc.

By: [Signature]

Name: Kristen Rowe

Title: Director

Date: 9/18/04

BellSouth BSE, Inc.

By: [Signature]

Name: Mario L. Soto

Title: President

Date: 9/29/04

BellSouth Long Distance, Inc

By: [Signature]

Name: Mario L. Soto

Title: President

Date: 9/29/04



Louisiana Certification Amendment