

**Amendment No. 11 to the Agreement  
Between  
BellSouth BSE, Inc.  
and  
BellSouth Telecommunications, Inc.  
Executed August 22, 2003  
Effective September 21, 2003**

Pursuant to this Amendment No. 11, (the "Eleventh Amendment"), BellSouth BSE, Inc. ("BSE"), BellSouth Long Distance, Inc. ("BSLD") and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties executed August 22, 2003 and effective September 21, 2003 ("Agreement") to be effective 30 (thirty) days after the date of the last signature executing the Amendment affixed hereto ("Effective Date").

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, Louisiana, Mississippi and South Carolina, and;

WHEREAS, the Parties 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 13 of the General Terms and Conditions and replace it with the following:
  13. Pursuant to 47 USC § 252(i) and 47 C.F.R. § 51.809, BellSouth shall make available to BSE and BSLD 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 shall remain in full force and effect.
3. Either or both of the Parties are authorized to submit this Eleventh 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.**

By: 

Name: Kristen Rowe

Title: Director

Date: 9/28/04

**BellSouth BSE, Inc.**

By: 

Name: Mario Soto

Title: President

Date: 9/29/04

**BellSouth Long Distance, Inc.**

By: 

Name: Mario Soto

Title: President

Date: 9/29/04

