

**Amendment No. 12 to the Agreement  
Between  
BellSouth BSE, Inc.  
and  
BellSouth Telecommunications, Inc.  
Executed August 22, 2003  
Effective September 21, 2003**

Pursuant to this Amendment No. 12 (the "Twelfth 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, South Carolina and Louisiana, and;

WHEREAS, BSLD has been granted a Certificate of Public Convenience and Necessity (the "Certificate") by the North Carolina Public Service Commission, effective September 24, 2004, authorizing BSLD to provide Competitive Local Exchange Carrier services in the state of North Carolina;

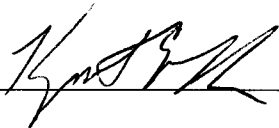
WHEREAS, the Parties desire to amend the Interconnection Agreement to add BSLD to the Agreement as a party for the state of North Carolina thereto.

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 North Carolina.
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 Twelfth Amendment to the North Carolina 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.**

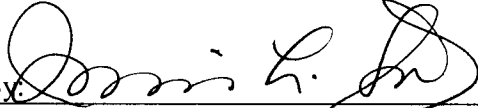
By: 

Name: Kristen Rowe

Title: Director

Date: 10/5/04

**BellSouth BSE, Inc.**

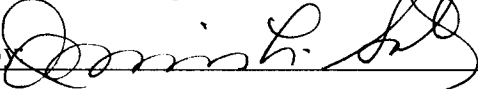
By: 

Name: Mario L. Soto

Title: President

Date: 10/11/04

**BellSouth Long Distance, Inc**

By: 

Name: Mario L. Soto

Title: President

Date: 10/11/04



North Carolina Certification Amendment