

**Amendment
To the
Interconnection Agreement
Between
Level 3 Communications, L.L.C.
and
BellSouth Telecommunications, Inc.
Dated June 23, 2004**

Pursuant to this Amendment, (the "Amendment"), Level 3 Communications, L.L.C. (Level 3), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated June 23, 2004 ("Agreement") to be effective the date of the last signature executing this Amendment.

WHEREAS, BellSouth and Level 3 entered into the Agreement on June 23, 2004, and;

WHEREAS, BellSouth and Level 3 are amending the Agreement to modify Local Number Portability (LNP) recovery charge pursuant to the Order in the matter of the Telephone Number Portability BellSouth Corporation Petition for Declaratory Ruling and/or Waiver, CC Docket No. 95-116, released April 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 in their entirety all rate elements and USOCs identified as "Local Number Portability charges" in Exhibit A of Attachment 2, as specified by the following USOCs: LNPCX, LNPCP, LNPCN, and LNPCC.
2. The Parties agree to add the following language to Section 4 as Section 4.1.1 of Attachment 2 and Section 5 as Section 5.4.5 of Attachment 2:
 - In addition to other charges specified in this Agreement for Local Number Portability Level 3 shall pay to BellSouth the Local Number Portability charges as set forth in Section 13 of the BellSouth FCC No. 1 Tariff;
3. All of the other provisions of the Agreement dated June 23, 2004 shall remain unchanged and in full force and effect.
4. Either or both of the Parties are 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.

LNP Recovery Amendment
Signature Page

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

BellSouth Telecommunications, Inc.By: Name: Kristen E. RoweTitle: DirectorDate: 9/3/04**Level 3 Communications, L.L.C.**By: Name: Charles P. Keese IITitle: VP- Wholesale Voice ServicesDate: 8/9/2004