

**Amendment to the Agreement
Between**

SBC Long Distance, LLC dba SBC Long Distance

And

BellSouth Telecommunications, Inc.

Dated December 21, 2005

Pursuant to this Amendment, (the "Amendment"), SBC Long Distance, LLC dba SBC Long Distance (SBC LD), and BellSouth Telecommunications, Inc. (BellSouth), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated December 21, 2005 (Agreement) to be effective thirty (30) calendar days after the date of the last signature executing the Amendment (Effective Date).

WHEREAS, BellSouth and SBC LD entered into the Agreement on December 21, 2005, and;

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 all rates, terms and conditions in the Agreement related to the state of North Carolina. The Parties have entered into a separate Agreement for North Carolina.
2. All of the other provisions of the Agreement, dated December 21, 2005, shall remain in full force and effect.
3. 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.

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

BellSouth Telecommunications, Inc.

By: Kristen E. Shore

Name: Kristen E. Shore

Title: Director

Date: 2/24/06

SBC Long Distance, LLC dba SBC Long Distance

By: David G. Hammock

Name: David G. Hammock

Title: RVP-CARRIER/SUPPLIER MGMT

Date: February 17, 2006