

ORIGINAL

BELLSOUTH

040498-TP

**BellSouth Telecommunications, Inc.
Regulatory & External Affairs**

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Marshall M. Criser III

Vice President
Regulatory & External Affairs

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RECEIVED 11:30
MAY 25 PM 4:31
COMMISSION
CLERK

May 25, 2004

Mrs. Blanca S. Bayo
Director, Division of Commission Clerk and Administrative Services
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399

Re: Approval of Amendment to the Interconnection, Unbundling, Resale and Collocation Agreement between BellSouth Telecommunications, Inc. ("BellSouth") and The Other Phone Company, Inc. d/b/a Access One Communications, and Talk America.

Dear Mrs. Bayo:

Please find enclosed for filing and approval, the original and two copies of BellSouth Telecommunications, Inc.'s Amendment to Interconnection, Unbundling, Resale and Collocation Agreement with The Other Phone Company, Inc. d/b/a Access One Communications, and Talk America.

If you have any questions, please do not hesitate to call Robyn Holland at (850) 222-9380.

Very truly yours,

Marshall M. Criser III / RH
Regulatory Vice President

RECEIVED & FILED

FPSC-BUREAU OF RECORDS

DOCUMENT NUMBER-DATE

05979 MAY 25 04

FPSC-COMMISSION CLERK

**Amendment to the Interconnection Agreement
Between
BellSouth Telecommunications, Inc.
and
The Other Phone Company, Inc. d/b/a Access One Communications,
The Other Phone Company, Inc. d/b/a Talk America Inc. (NOT in Florida), and
Talk America Inc.**

Pursuant to this Amendment, (the "Amendment"), BellSouth Telecommunications, Inc. ("BellSouth"), a Georgia corporation, and The Other Phone Company, Inc. d/b/a Access One Communications, a Florida corporation, The Other Phone Company, Inc. d/b/a Talk America Inc. (NOT in Florida), a Florida corporation, and Talk America Inc., a Pennsylvania corporation ("collectively referred to as "Talk America"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated June 12, 2002, ("Agreement") to be effective on the date of the last signature executing the Amendment.

WHEREAS, BellSouth and Talk America entered into the Agreement on June 12, 2002, and;

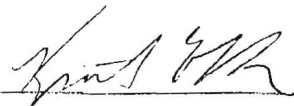
NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

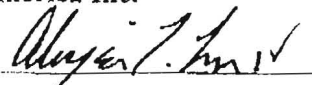
1. The parties agree to add the following provision to Attachment 2, Section 4.3 and the associated rates as set forth in Exhibit 1 of this Amendment, attached hereto and incorporated herein by this reference.
 - 4.3.1.1** Where Talk America utilizes portions of the BellSouth network in originating or terminating traffic, the Tandem Switching rates are applied in call scenarios where the Tandem Switching Network Element has been utilized. Because switch recordings cannot accurately indicate on a per call basis when the Tandem Switching Network Element has been utilized for an interoffice call originating from a UNE port and terminating to a BellSouth, Independent Company or Facility-Based CLEC office, BellSouth has developed, based upon call studies, a melded rate that takes into account the average percentage of calls that utilize Tandem Switching in these scenarios. BellSouth shall apply the melded Tandem Switching rate for every call in these scenarios. BellSouth shall utilize the melded Tandem Switching Rate until BellSouth has the capability to measure actual Tandem Switch usage in each call scenario specifically mentioned above, at which point the rate for the actual Tandem Switch usage shall apply. The UNE Call Flows set forth on BellSouth's website, as amended from time to time and incorporated herein by this reference, illustrate when the full or melded Tandem Switching rates apply for specific scenarios.
2. All of the other provisions of the Agreement, dated June 12, 2002, 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.

**The Other Phone Company, Inc. d/b/a
Access One Communications,
The Other Phone Company, Inc. d/b/a
Talk America Inc. (NOT in Florida), and
Talk America Inc.**

By: 

By: 

Name: Kristen E. Rowe

Name: Alysia T. Lane IV

Title: Director

Title: VP - General Counsel

Date: 5/6/04

Date: 5/6/04

UNBUNDLED NETWORK ELEMENTS - Alabama										Attachment: 2		Exhibit: A				
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	
						Rec	Nonrecurring		Nonrecurring Disconnect							OSS Rates (\$)
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE																
	End Office Switching (Port Usage)															
	End Office Switching Function, Per MOU					0.0007025										
	End Office Trunk Port - Shared, Per MOU					0.0001638										
	Tandem Switching (Port Usage) (Local or Access Tandem)															
	Tandem Switching Function Per MOU					0.000095										
	Tandem Trunk Port - Shared, Per MOU					0.0002015										
	Tandem Switching Function Per MOU (Melded)					0.000040993										
	Tandem Trunk Port - Shared, Per MOU (Melded)					0.000086947										
	Melded Factor: 43.15% of the Tandem Rate															
	Common Transport															
	Common Transport - Per Mile, Per MOU					0.0000023										
	Common Transport - Facilities Termination Per MOU					0.0003224										

UNBUNDLED NETWORK ELEMENTS - Florida						Attachment: 2		Exhibit: A								
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l				
							Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)				
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE																
End Office Switching (Port Usage)																
	End Office Switching Function, Per MOU					0.0007662										
	End Office Trunk Port - Shared, Per MOU					0.000164										
Tandem Switching (Port Usage) (Local or Access Tandem)																
	Tandem Switching Function Per MOU					0.0001319										
	Tandem Trunk Port - Shared, Per MOU					0.000235										
	Tandem Switching Function Per MOU (Melded)					0.000027185										
	Tandem Trunk Port - Shared, Per MOU (Melded)					0.000048434										
	Melded Factor: 20.61% of the Tandem Rate															
Common Transport																
	Common Transport - Per Mile, Per MOU					0.0000035										
	Common Transport - Facilities Termination Per MOU					0.0004372										

UNBUNDLED NETWORK ELEMENTS - Georgia															
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 2		Exhibit: A	
												Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
												Rec	Nonrecurring		Nonrecurring Disconnect
	First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN			
UNBUNDLED LOCAL SWITCHING, PORT USAGE															
	End Office Switching (Port Usage)														
	End Office Switching Function, Per MOU					0.0006153									
	End Office Trunk Port - Shared, Per MOU					0.0001226									
	Tandem Switching (Port Usage) (Local or Access Tandem)														
	Tandem Switching Function Per MOU					0.0000972									
	Tandem Trunk Port - Shared, Per MOU					0.0001557									
	Tandem Switching Function Per MOU (Melded)					0.000017904									
	Tandem Trunk Port - Shared, Per MOU (Melded)					0.00002868									
	Melded Factor: 18.42% of the Tandem Rate														
	Common Transport														
	Common Transport - Per Mile, Per MOU					0.0000027									
	Common Transport - Facilities Termination Per MOU					0.0001914									

UNBUNDLED NETWORK ELEMENTS - Kentucky										Attachment: 2		Exhibit: A							
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l							
													Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)	
									First	Add'l	First	Add'l	SOMEK	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN	
UNBUNDLED LOCAL SWITCHING, PORT USAGE																			
	End Office Switching (Port Usage)																		
	End Office Switching Function, Per MOU					0.0011971													
	End Office Trunk Port - Shared, Per MOU					0.0002112													
	Tandem Switching (Port Usage) (Local or Access Tandem)																		
	Tandem Switching Function Per MOU					0.000194													
	Tandem Trunk Port - Shared, Per MOU					0.0002416													
	Tandem Switching Function Per MOU (Melded)					0.000094381													
	Tandem Trunk Port - Shared, Per MOU (Melded)					0.000117538													
	Melded Factor: 48.65% of the Tandem Rate																		
	Common Transport																		
	Common Transport - Per Mile, Per MOU					0.000003													
	Common Transport - Facilities Termination Per MOU					0.0007466													

UNBUNDLED NETWORK ELEMENTS - Louisiana											Attachment: 2		Exhibit: A										
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)						
													Rec	First	Add'l	First	Add'l	SOMEK	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE																							
	End Office Switching (Port Usage)																						
	End Office Switching Function, Per MOU					0.001868																	
	End Office Trunk Port - Shared, Per MOU					0.00018																	
	Tandem Switching (Port Usage) (Local or Access Tandem)																						
	Tandem Switching Function Per MOU					0.0001067																	
	Tandem Trunk Port - Shared, Per MOU					0.000222																	
	Tandem Switching Function Per MOU (Melded)					0.000035296																	
	Tandem Trunk Port - Shared, Per MOU (Melded)					0.000073438																	
	Melded Factor: 33.08% of the Tandem Rate																						
	Common Transport																						
	Common Transport - Per Mile, Per MOU					0.0000032																	
	Common Transport - Facilities Termination Per MOU					0.0003748																	

UNBUNDLED NETWORK ELEMENTS - Mississippi										Attachment: 2		Exhibit: A			
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
						Rec	Nonrecurring		Nonrecurring Disconnect						
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE															
	End Office Switching (Port Usage)														
	End Office Switching Function, Per MOU					0.0010269									
	End Office Trunk Port - Shared, Per MOU					0.000161									
	Tandem Switching (Port Usage) (Local or Access Tandem)														
	Tandem Switching Function Per MOU					0.0001723									
	Tandem Trunk Port - Shared, Per MOU					0.0001828									
	Tandem Switching Function Per MOU (Melded)					0.000063441									
	Tandem Trunk Port - Shared, Per MOU (Melded)					0.000067307									
	Melded Factor: 36.82% of the Tandem Rate														
	Common Transport														
	Common Transport - Per Mile, Per MOU					0.0000026									
	Common Transport - Facilities Termination Per MOU					0.0004541									

UNBUNDLED NETWORK ELEMENTS - North Carolina										Attachment: 2		Exhibit: A			
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
						Rec	Nonrecurring		Nonrecurring Disconnect						
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE															
	End Office Switching (Port Usage)														
	End Office Switching Function, Per MOU						0.0015								
	End Office Trunk Port - Shared, Per MOU						0.00023								
	Tandem Switching (Port Usage) (Local or Access Tandem)														
	Tandem Switching Function Per MOU						0.0006								
	Tandem Trunk Port - Shared, Per MOU						0.0003								
	Tandem Switching Function Per MOU (Melded)						0.00024618								
	Tandem Trunk Port - Shared, Per MOU (Melded)						0.00012309								
	Melded Factor: 41.03% of the Tandem Rate														
	Common Transport														
	Common Transport - Per Mile, Per MOU						0.00001								
	Common Transport - Facilities Termination Per MOU						0.00034								

UNBUNDLED NETWORK ELEMENTS - South Carolina										Attachment: 2		Exhibit: A												
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	OSS Rates (\$)											
													Rec	Nonrecurring		Nonrecurring Disconnect		SOME C	SOMAN	SOMAN	SOMAN			
													First	Add'l	First	Add'l								
UNBUNDLED LOCAL SWITCHING, PORT USAGE																								
	End Office Switching (Port Usage)																							
	End Office Switching Function, Per MOU					0.0010519																		
	End Office Trunk Port - Shared, Per MOU					0.0002136																		
	Tandem Switching (Port Usage) (Local or Access Tandem)																							
	Tandem Switching Function Per MOU					0.0001634																		
	Tandem Trunk Port - Shared, Per MOU					0.0002863																		
	Tandem Switching Function Per MOU (Melded)					0.00004951																		
	Tandem Trunk Port - Shared, Per MOU (Melded)					0.000086749																		
	Melded Factor: 30.30% of the Tandem Rate																							
	Common Transport																							
	Common Transport - Per Mile, Per MOU					0.0000045																		
	Common Transport - Facilities Termination Per MOU					0.0004095																		

UNBUNDLED NETWORK ELEMENTS - Tennessee											Attachment: 2		Exhibit: A		
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
						Rec	Nonrecurring First	Add'l	Nonrecurring First						
UNBUNDLED LOCAL SWITCHING, PORT USAGE															
	End Office Switching (Port Usage)														
	End Office Switching Function, Per MOU					0.0008041									
	Tandem Switching (Port Usage) (Local or Access Tandem)														
	Tandem Switching Function Per MOU					0.0009778									
	Tandem Switching Function Per MOU (Melded)					0.000380364									
	Melded Factor: 38.90% of the Tandem Rate														
	Common Transport														
	Common Transport - Per Mile, Per MOU					0.0000064									
	Common Transport - Facilities Termination Per MOU					0.0003871									