

ORIGINAL

BELLSOUTH

BellSouth Telecommunications, Inc.
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Vice President
Regulatory & External Affairs

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COMMISSION
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July 9, 2004

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

040716-TP

Re: Approval of Amendment to the Interconnection, Unbundling, Resale and Collocation Agreement between BellSouth Telecommunications, Inc. ("BellSouth") and Z-Tel Communications, Inc.

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 Z-Tel Communications, Inc.

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

Very truly yours,

Marshall M Criser III/RA

Regulatory Vice President

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**Amendment to the Agreement
Between
Z-Tel Communications, Inc.
and
BellSouth Telecommunications, Inc.
Dated April 18, 2003
Florida**

Pursuant to this Amendment, (the "Amendment"), Z-Tel Communications, Inc. ("Z-Tel"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated April 18, 2003 ("Agreement") to be effective thirty (30) days from the date of the last signature executing the Amendment.

WHEREAS, BellSouth and Z-Tel entered into the Agreement on April 18, 2003, 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:

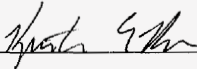
1. Rates identified in Exhibit I, attached hereto and incorporated herein by this reference, shall be included in Attachment 1 Table 1.
2. All of the other provisions of the Agreement, dated April 18, 2003, shall remain in full force and effect.
3. Either or both of the Parties are authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(c) of the Federal Telecommunications Act of 1996.

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

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BellSouth Telecommunications, Inc.

Z-Tel Communications, Inc.

By: 

By: 

Name: Kristen E. Rowe

Name: DONALD C. DAVIS

Title: Director

Title: SR. VICE PRESIDENT

Date: 6/25/04

Date: 5/27/04

