ORIGINAL

BELLSOUTH

BellSouth Telecommunications, Inc.
Suite 400
150 South Monroe Street
Tallahassee, FL 32301-1556

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Marshall M. Criser III
Vice President
Regulatory & External Affairs

850 224 7798
Fax 850 224 5073

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

040726-TP

Re: Approval of Amendment to the Interconnection, Unbundling, Resale and Collocation Agreement between BellSouth Telecommunications, Inc. ("BellSouth") and DSL Telecom, 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 DSL Telecom, 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/pkr

Regulatory Vice President

Amendment to the Agreement
Between
DSL Telecom, Inc.
and
BellSouth Telecommunications, Inc.
Dated 5/24/2003

Pursuant to this Amendment, (the "Amendment"), DSL Telecom, Inc. (DSL), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated 5/24/2003 ("Agreement") to be effective thirty (30) calendar days after the date of the last signature executing the Amendment.

WHEREAS, BellSouth and DSL entered into the Agreement on 5/24/2003, 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. 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 DSL 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 5/24/2003, 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(e) of the Federal Telecommunications Act of 1996.

Signature Page

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

BellSouth Telecommunications, Inc.	**DSL Telecom, Inc.**
By:	By:
Name: Kristen E Rowe	Name: YADIRA LOPEZ RIZO
Title: Director	Title: CEO
Date: 6/17/04	Date: 6/17/04

UNBUNDLED NETWORK ELEMENTS - Alabama												Attachment 2		Exhibit B	
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	SOMEC	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)				0.000340993									
		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 B	
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	SOMEC	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					0.0003315									
	Tandem Trunk Port - Shared, Per MOU					0.000235									
	Tandem Switching Function Per MOU (Melded)					0.0002735									
	Tandem Trunk Port - Shared, Per MOU (Melded)					0.0004134									
	Melded Factor: 20.91% of the Tandem Rate														
	Common Transport														
	Common Transport - Per Mile, Per MOU					0.0000095									
	Common Transport - Facilities Termination Per MOU					0.0004372									

UNBUNDLED NETWORK ELEMENTS - Georgia																	
													Attachment: 2		Exhibit: B		
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	SOMEC	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					0.0000872										
	Tandem Trunk Port - Shared, Per MOU					0.0001527										
	Tandem Switching Function Per MOU (Melded)					0.000017904										
	Tandem Trunk Port - Shared, Per MOU (Melded)					0.00002868										
	Molded 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: B	
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	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE																
	End Office Switching (Port Usage)															
	End Office Switching Function, Per MOU					0.0011671										
	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					0.0002418										
	Tandem Switching Function Per MOU (Melded)					0.000094381										
	Tandem Trunk Port - Shared, Per MOU (Melded)					0.000117536										
	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 B	
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	SOMEC	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)					0.000935296									
	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					0.0009748									

UNBUNDLED NETWORK ELEMENTS - Mississippi												Attachment: 2		Exhibit: B	
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	SOMEC	SOMAN	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				0.000181										
	Tandem Switching (Port Usage) (Local or Access Tandem)															
		Tandem Switching Function Per MOU				0.0001723										
		Tandem Trunk Port - Shared, Per MOU				0.0001928										
		Tandem Switching Function Per MOU (Melded)				0.0002843441										
		Tandem Trunk Port - Shared, Per MOU (Melded)				0.0000673917										
		Melded Factor: 35.62% 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: B	
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	SOMEC	SOMAN	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					0.0005									
	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: B	
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	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
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					0.0002663									
	Tandem Switching Function Per MOU (Melded)					0.0000961									
	Tandem Trunk Port - Shared, Per MOU (Melded)					0.000088749									
	Melded Factor: 30.30% of the Tandem Rate														
	Common Transport														
	Common Transport - Per Mile, Per MOU					0.0000048									
	Common Transport - Facilities Termination Per MOU					0.0004065									

UNBUNDLED NETWORK ELEMENTS - Tennessee													Attachment: 2		Exhibit: B	
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	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE																
End Office Switching (Port Usage)																
	End Office Switching Function, Per MOU					0.0008341										
Tandem Switching (Port Usage) (Local or Access Tandem)																
	Tandem Switching Function Per MOU					0.0009778										
	Tandem Switching Function Per MOU (Melded)					0.0003803364										
	Melded Factor: 38.90% of the Tandem Rate															
Common Transport																
	Common Transport - Per Mile, Per MOU					0.0000064										
	Common Transport - Facilities Termination Per MOU					0.0003571										