

ORIGINAL

BELLSOUTH

BellSouth Telecommunications, Inc.
Regulatory & External Affairs
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Marshall M. Criser III
Vice President
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COMMISSION
CLERK

040776-TP

July 22, 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 Interactive Services Network d/b/a ISN Communications

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 Interactive Services Network d/b/a ISN Communications

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

Very truly yours,

Marshall M. Criser III
Regulatory Vice President

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**Amendment to the Agreement
Between
Interactive Services Network d/b/a ISN Communications
and
BellSouth Telecommunications, Inc.
Dated 2/22/2003**

Pursuant to this Amendment, (the "Amendment"), Interactive Services Network d/b/a ISN Communications (ISN), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated 2/22/2003 ("Agreement") to be effective thirty (30) calendar days after the date of the last signature executing the Amendment.

WHEREAS, BellSouth and ISN entered into the Agreement on 2/2/2003, 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.

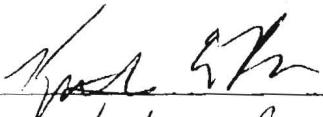
4.3.1.1 Where ISN utilizes portions of the BellSouth network in originating or terminating traffic, the Tandem Switching rates are applied in call scenarios where the Tandem Switching Network Element has been utilized. Because switch recordings cannot accurately indicate on a per call basis when the 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 2/22/2003, 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.

By: 
Name: Kristen E Rowe
Title: Director
Date: 6/30/04

Interactive Services Network d/b/a ISN Communications

By: 
Name: Jonathan Leberman
Title: President
Date: 6/30/04

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						
							First	Add'l	First	Add'l					
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 First						
								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										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					0.0006153									
	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						
							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					0.0011971									
	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	OSS Rates (\$)												
													Rec	Nonrecurring		Nonrecurring Disconnect		SOME C	SOMAN	SOMAN	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											0.001868													
	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 First	Nonrecurring Add'l	Nonrecurring Disconnect First	Nonrecurring Disconnect Add'l	OSS Rates (\$)		
								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					0.000161							
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		
						Rec	Nonrecurring							Nonrecurring Disconnect	
						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					0.0010519									
	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	Disconnect Add'l						
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)					0.000360364										
	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										