

ORIGINAL

BELLSOUTH

BellSouth Telecommunications, Inc.

Regulatory & External Affairs

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Marshall M. Criser III

Vice President
Regulatory & External Affairs

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July 29, 2004

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RECEIVED FPSC
JUL 29 PM 4:45
COMMISSION
CLERK

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 Saturn Telecommunications Services, Inc dbS STS

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 Saturn Telecommunications Services, Inc dbS STS

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

Very truly yours,

Regulatory Vice President

RECEIVED & FILED

FPSC-BUREAU OF RECORDS

DOCUMENT NUMBER-DATE

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FPSC-COMMISSION CLERK

**Amendment
To the
Interconnection Agreement
Between
Saturn Telecommunications Services, Inc. d/b/a STS
and
BellSouth Telecommunications, Inc.
Dated May 30, 2003**

Pursuant to this Amendment, (the "Amendment"), Saturn Telecommunications Services, Inc. d/b/a STS (STS), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated May 30, 2003 ("Agreement") to be effective with the last signature executing the Amendment.

WHEREAS, BellSouth and STS entered into the Agreement on May 30, 2003,
and;

WHEREAS, BellSouth and STS are amending the Agreement to modify Local Number Portability (LNP) recovery charge pursuant to the Order in the matter of the Telephone Number Portability BellSouth Corporation Petition for Declaratory Ruling and/or Waiver, CC Docket No. 95-116, released April 13, 2004;

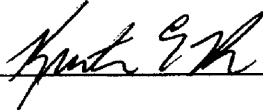
NOW, THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

1. The Parties agree to delete in their entirety all rate elements and USOCs identified as "Local Number Portability charges" in Exhibit B of Attachment 2, as specified by the following USOCs: LNPCX, LNPCP, LNPCN, and LNPCC.
2. The Parties agree to add the following language to Section 4 as Section 4.1.1 of Attachment 2 and Section 5 as Section 5.6.3 of Attachment 2:
 - In addition to other charges specified in this Agreement for Local Number Portability STS shall pay to BellSouth the Local Number Portability charges as set forth in Section 13 of the BellSouth FCC No. 1 Tariff;
3. All of the other provisions of the Agreement dated May 30, 2003 shall remain unchanged and in full force and effect.
4. 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.

LNP Recovery Amendment
Signature Page

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

BellSouth Telecommunications, Inc.

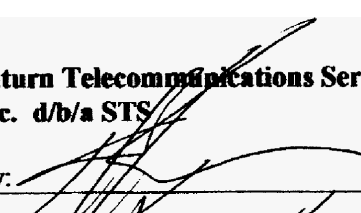
By: 

Name: Kristen E. Rowe

Title: Director

Date: 7/15/04

**Saturn Telecommunications Services,
Inc. d/b/a STS**

By: 

Name: BETH KRAMER

Title: Ex.E. V.P.

Date: July 7, 2004