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August 16, 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 ACN Communications Services 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 ACN Communications Services Inc.

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

Very truly yours,

*MM Criser III / RH*  
Regulatory Vice President

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**Amendment  
To the  
Interconnection Agreement  
Between  
ACN Communications Services, Inc.  
and  
BellSouth Telecommunications, Inc.  
Dated June 11, 2003**

Pursuant to this Amendment, (the "Amendment"), ACN Communications Services, Inc. (ACN), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated June 11, 2003 ("Agreement") to be effective the date of the last signature executing this Amendment.

WHEREAS, BellSouth and ACN entered into the Agreement on June 11, 2003,  
and;

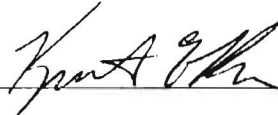
WHEREAS, BellSouth and ACN are amending the Agreement to modify Local Number Portability (LNP) recovery charge pursuant to the Order in the matter of the Telephone Number Portability BellSouth Corporation Petition for Declaratory Ruling and/or Waiver, CC Docket No. 95-116, released April 13, 2004;

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 A 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 5.6.4 of Attachment 2:
  - In addition to other charges specified in this Agreement for Local Number Portability ACN 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 June 11, 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.

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: 08/05/04

**ACN Communications Services, Inc.**

By:   
Name: Dave Stevanovski  
Title: President  
Date: Aug. 2, 2004