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BELLSOUTH

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BellSouth Telecommunications, Inc.
Regulatory & External Affairs

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Marshall M. Criser III

Vice President
Regulatory & External Affairs

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August 24, 2004

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

RECEIVED - FPSC
AUG 24 PM 4:37
COMMISSION
CLERK

Re: Approval of Amendment to the interconnection, unbundling, resale and collocation Agreement between BellSouth Telecommunications, Inc. ("BellSouth") and Ernest 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 Ernest Communications, Inc.

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

Very truly yours,

MM Criser III /RTA
Regulatory Vice President

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DOCUMENT NUMBER-DATE

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FPSC-COMMISSION CLERK

**Amendment
To the
Interconnection Agreement
Between
Ernest Communications, Inc.
and
BellSouth Telecommunications, Inc.
Dated May 2, 2002**

Pursuant to this Amendment, (the "Amendment"), Ernest Communications, Inc. (ECI), 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 2, 2002 ("Agreement") to be effective 30 days after the date of the last signature executing the Amendment.

WHEREAS, BellSouth and Ernest Communications, Inc. entered into the Agreement on May 2, 2002, 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. Attachment 2 of the Interconnection Agreement entered into between Ernest and BellSouth is hereby amended to change section 5.6.5 through 5.6.5.1 to read as follows:
 - 5.6.5. Dial Around Compensation
 - 5.6.5.1 For a call originated by a pay phone end user over Ernest's unbundled Coin port/loop combinations and terminated to a BellSouth IntraLata 800 end user, BellSouth shall pay dial around compensation directly to the payphone end user provider in the amount specified by the FCC in docket #96-128, (the Pay Phone Order), or in other such orders that may modify amend or supercede the Pay Phone Order
2. All of the other provisions of the Agreement, dated May 2, 2002, shall remain in full force and effect.
3. Either or both of the Parties is 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.

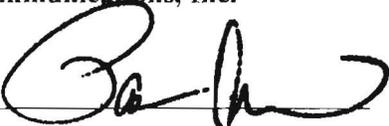
By: 

Name: Kristen Rowe

Title: Director

Date: 8/16/04

Ernest Communications, Inc.

By: 

Name: Paul Masters

Title: President

Date: 8-10-04

Confidential and Proprietary. For discussion purposes only.

Dial Around Compensation Amendment: Version: 07/22/2004

[CCCS Amendment 2 of 2]

[CCCS Amendment 2 of 2]