

BELLSOUTH
ORIGINAL

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September 10, 2004

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

041079-TP

Re: Approval of Amendment to the interconnection, unbundling, resale and collocation Agreement between BellSouth Telecommunications, Inc. ("BellSouth") and DSL Internet Corporation d/b/a DSLi

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 Internet Corporation d/b/a DSLi

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

Very truly yours,

mm criser III
Regulatory Vice President /RN

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**Amendment
To the
Interconnection Agreement
Between
DSL Internet Corporation d/b/a DSLi
and
BellSouth Telecommunications, Inc.
Dated July 4, 2003**

Pursuant to this Amendment, (the "Amendment"), DSL Internet Corporation d/b/a DSLi ("DSLi"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated July 4, 2003 ("Agreement") to be effective on the date of the last signature executing the Amendment.

WHEREAS, BellSouth and DSLi entered into the Agreement on July 4, 2003, and;

WHEREAS, BellSouth and DSLi 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 Sections 4 and 5, as new Sections 4.6 and 5.7, respectively, of Attachment 2:
 - In addition to other charges specified in this Agreement for Local Number Portability DSLi 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 July 4, 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.

Signature Page

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

BellSouth Telecommunications, Inc.

DSL Internet Dorporation d/b/a DSLi

By: *Kristen E. Rowe*
Name: Kristen E. Rowe
Title: Director
Date: 9/2/04

By: *MARK HARRIS*
Name: MARK HARRIS
Title: CFO
Date: 8-26-04