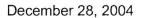


BELLSOUTH DH1442-TP

BellSouth Telecommunications, Inc. **Regulatory & External Affairs** 150 South Monroe Street 400 Tallahassee, FL 32301-1556

marshall.criser@bellsouth.com



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 Clusse III R N Regulatory Vice President

Marshall M. Criser III	
Vice President	
Regulatory & External	Affairs

850 224 7798 Fax 850 224 5073

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Amendment to the 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 thirty (30) days after the date of the last signature executing the Amendment.

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

WHEREAS, both Parties agree that an initial New Installation of a 2-Wire Port/Loop Combination- Residence line provisioned at a Location where QuickServe is available on the line shall incur a QuickServe Non-Recurring Charge (NRC) at the NRC Currently Combined Conversion Rate set forth in the Agreement and that any initial New Installation of a 2-Wire Port/Loop Combination - Residence line provisioned at a location where QuickServe is not available, shall incur the Not Currently Combined NRC, First and Additional rates set forth in the Agreement;

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 incorporate into Attachment 3 of the Agreement the rates and USOCs as set forth in Exhibit 1 of this Amendment attached hereto and incorporated herein by this reference.
- 2. All of the other provisions of the Agreement, dated June 11, 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.

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

BellSouth Telecommunications, Inc.

Mart Ekn By:

Name: Kristen E. Rowe

Title:	Direc	tor	
Date:	12	16	04

ACN Communications Services, Inc.

By: /	ave think
Name:	Pave Stelk upuski
Title:	CUD
Date:	12/12/04

QuickServe Amendment

[CCCS Amendment 2 of 4]

UNBUNDLED N	ETWORK ELEMENTS - Florida													ment: 3		hit: A
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							Nonrec	urring	Nonrecurring	Disconnect			OSS			
						Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
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						Rec	Nonrec	uning	Nonrecurring Disconnect		OSS Rates (\$)					
1						Rec	First	Add'l	First	Add'i	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
NONRE	ORT/LOOP COMBINATIONS - MARKET RATES CURRING CHARGES (NRCs) - CURRENTLY COMBINED 2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service			UEPRX	URECC		41.50									
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