

ORIGINAL

BELLSOUTH

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BellSouth Telecommunications, Inc.

Regulatory & External Affairs

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Vice President

Regulatory & External Affairs

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December 28, 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 XO Florida, 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 XO Florida, Inc.

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

Very truly yours,


Regulatory Vice President

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**Amendment to the Agreement
Between
XO Florida, Inc.
and
BellSouth Telecommunications, Inc.
Dated October 25, 2002**

Pursuant to this Amendment, (the "Amendment"), XO Florida, Inc. ("XO"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated October 25, 2002 ("Agreement") to be effective thirty (30) days after the date of the last signature executing the Amendment.

WHEREAS, BellSouth and XO entered into the Agreement on October 25, 2002, 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 2 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 October 25, 2002, 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.

Signature Page

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

BellSouth Telecommunications, Inc.

By: *Kristen Rowe*

Name: Kristen Rowe

Title: Director

Date: 12/17/04

XO Florida, Inc.

By: *Dana Shaffer*

Name: Dana Shaffer

Title: VP

Date: 12-16-04

Version: QuickServe Amendment - Standard ICA
09/29/04

[CCCS Amendment 2 of 4]

[CCCS Amendment 2 of 4]

UNBUNDLED NETWORK ELEMENTS - Florida										Attachment: 2		Exhibit: B						
CATEGORY	RATE ELEMENTS	Inter	Zone	BCS	USOC	RATES (\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	QSS Rates (\$)					
													Rec	Nonrecurring		Nonrecurring Disconnect		SOMEK
							First	Add'l	First	Add'l								
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																		
NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED																		
	2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service			UEPRX	URECC		0.102											

UNBUNDLED NETWORK ELEMENTS - Florida										Attachment: 2		Exhibit: B			
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	OSS Rates (\$)		
													Rec	Nonrecurring First	Nonrecurring Add'l
UNBUNDLED PORT/LOOP COMBINATIONS - MARKET RATES															
NONRECURRING 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									