



BellSouth Telecommunications, Inc.
150 South Monroe Street
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Tallahassee, Florida 32301

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Jerry D. Hendrix
Vice President
Regulatory Relations

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October 6, 2005

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

050739 -JP

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

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 NewSouth Communications, Corp.

If you have any questions, please do not hesitate to call Robyn Holland at (850) 577-5551.

Very truly yours,


Regulatory Vice President

DOCUMENT NUMBER DATE
09592 OCT-6 05
FPSC-COMMISSION CLERK

**Amendment to the Agreement
Between
NewSouth Communications, Corp.
and
BellSouth Telecommunications, Inc.
Dated May 18, 2001**

Pursuant to this Amendment, (the "Amendment"), NewSouth Communications, Corp. ("NewSouth"), 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 18, 2001 ("Agreement") to be effective the date of the last signature executing the Amendment ("Effective Date").

WHEREAS, BellSouth and NewSouth entered into the Agreement on May 18, 2001, 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. The Parties agree to add the following provision to Attachment 2 and the Associated rates as set forth in Exhibit A of this Amendment, attached hereto and incorporated herein by this reference.

6.5.4 Rearrangements

6.5.4.1 A request to move a working NewSouth CFA to another NewSouth CFA, where both CFAs terminate in the same BellSouth Central Office ("Change in CFA"), will be subject to the applicable nonrecurring charges set forth in Exhibit A to this Amendment.

6.5.4.2 Upon request of NewSouth, BellSouth shall project manage the Change in CFA or re-termination of a facility as described in Section 6.5.4.1 above and NewSouth may request OC-TS for such orders and such OC-TS will be available at times designated by NewSouth 24 hours a day, 7 days a week (except holidays). The applicable rates are set forth in Exhibit A.

6.5.4.3 BellSouth shall accept a LOA between NewSouth and another carrier that will allow NewSouth to connect a facility, or Combination that includes Dedicated Transport to the other carrier's collocation space or to another carrier's CFA.

6.5.4.4 BellSouth shall perform appropriate pre-service tests to ensure that transport facilities are delivered to the appropriate connecting points and that applicable industry standards of service are met. The Parties will use best efforts to ensure that testing for designed service is complete 24 hours in advance of the rearrangement. However, performance of the testing shall not impact the rearrangement due date or time unless

mutually agreed upon by the Parties or industry standards of service can not be met.

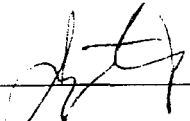
6.5.4.5 Where batch order processing is utilized the First NRC will apply to the first circuit of the batch and the Add'l charge will apply to each additional circuit in the batch. The applicable rates are set forth in Exhibit A.

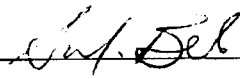
2. All of the other provisions of the Agreement, dated May 18, 2001, shall remain in full force and effect.
3. Either or both of the Parties are authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

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

BellSouth Telecommunications, Inc.

NewSouth Communications, Corp.

for
By: 
Name: Kristen Rowe
Title: Director
Date: 8-23-05

By: 
Name: Susan J. Berlin
Title: VP Sr. Regulatory Counsel
Date: 8-22-2005

UNBUNDLED NETWORK ELEMENTS - Alabama														Attachment: 2 Exh. A					
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		Nonrecurring Disconnect		SOME C	SOMAN
ADDITIONAL NETWORK ELEMENTS																			
	Service Rearrangements																		
	NRC - Change in Facility Assignment per circuit Service Rearrangement	I		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNC1X, UNCDX, UNC1X	URETD	270.08	47.13												
	NRC - Change in Facility Assignment per circuit Project Management (added to CFA per circuit if project managed)	I		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNC1X, UNCDX, UNC1X	URETB	1.28	1.28												
	Miscellaneous																		
	NRC - Order Coordination Specific Time - Dedicated Transport	I		UNC1X	OCOSR	18.93	18.93												

UNBUNDLED NETWORK ELEMENTS - Florida															
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 2 Exh. A			
						Rec	Nonrecurring		Nonrecurring Disconnect			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
						First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
ADDITIONAL NETWORK ELEMENTS															
Service Rearrangements															
	NRC - Change in Facility Assignment per circuit Service Rearrangement	I		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNC1X, UNCDX, UNCVX	URETD		270.08	47.13							
	NRC - Change in Facility Assignment per circuit Project Management (added to CFA per circuit if project managed)	I		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNC1X, UNCDX, UNCVX	URETB		1.28	1.28							
Miscellaneous															
	NRC - Order Coordination Specific Time - Dedicated Transport	I		UNC1X	OCOSR		18.90	18.90							

UNBUNDLED NETWORK ELEMENTS - Georgia															
CATEGORY	RATE ELEMENTS			Inter m	Zone	BCS	USOC	RATES(\$)	Svc Order		OSS Rate(\$)		SOMAN		
	Incremental Charge - Manual Svc	Incremental Charge - Manual Svc	Charge - Manual Svc						Incremental Charge - Manual Svc	Order vs. Electronic	Order vs. Electronic	1st Add'l		Disc 1st	Disc Add'l
	Submitted Elec	Submitted per LSR	Order vs. Electronic	Order vs. Electronic	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	
	Submitted	Submitted	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	
	Submitted	Submitted	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	
	Submitted	Submitted	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	
	Submitted	Submitted	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	
	Submitted	Submitted	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	Charge - Manual Svc	
ADDITIONAL NETWORK ELEMENTS Service Rearrangements															
	NRC - Change in Facility Assignment per circuit Service Rearrangement							47.10							
	NRC - Change in Facility Assignment per circuit Project Management (added to CFA per circuit if project managed)							1.28							
Miscellaneous	NRC - Order Coordination Specific Time - Dedicated Transport														
	NRC - Order Coordination Specific Time - Dedicated Transport							18.89							
	Miscellaneous							18.89							

UNBUNDLED NETWORK ELEMENTS - Kentucky													Attachment: 2 Exh. A									
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		Nonrecurring Disconnect		SOMEK	SOMAN	SOMAN	SOMAN	SOMAN
													First	Add'l	First	Add'l						
ADDITIONAL NETWORK ELEMENTS																						
Service Rearrangements																						
	NRC - Change in Facility Assignment per circuit Service Rearrangement	I		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNCVX, UNCDX, UNC1X	URETD	269.66	47.05															
	NRC - Change in Facility Assignment per circuit Project Management (added to CFA per circuit if project managed)	I		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNCVX, UNCDX, UNC1X	URETB	1.28	1.28															
Miscellaneous																						
	NRC - Order Coordination Specific Time - Dedicated Transport	I		UNC1X	OCOSR	18.87	18.87															

UNBUNDLED NETWORK ELEMENTS - Louisiana															
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 2 Exh. A			
						Rec	Nonrecurring		Nonrecurring Disconnect			OSS Rates(\$)			
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
ADDITIONAL NETWORK ELEMENTS															
	Service Rearrangements														
	NRC - Change in Facility Assignment per circuit Service Rearrangement	I		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNC VX, UNCDX, UNC1X	URETD		269.66	47.05							
	NRC - Change in Facility Assignment per circuit Project Management (added to CFA per circuit if project managed)	I		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNC VX, UNCDX, UNC1X	URETB		1.28	1.28							
	Miscellaneous														
	NRC - Order Coordination Specific Time - Dedicated Transport	I		UNC1X	OCOSR		18.85	18.85							

UNBUNDLED NETWORK ELEMENTS - Mississippi											Attachment: 2 Exh. A				
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
						Rec	Nonrecurring		Nonrecurring Disconnect						
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
ADDITIONAL NETWORK ELEMENTS															
Service Rearrangements															
	NRC - Change in Facility Assignment per circuit Service Rearrangement	I		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNC1X, UNCDX, UNCVX, UNCDX, UNC1X	URETD		269.66	47.05							
	NRC - Change in Facility Assignment per circuit Project Management (added to CFA per circuit if project managed)	I		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNC1X, UNCDX, UNCVX, UNCDX, UNC1X	URETB		1.28	1.28							
Miscellaneous															
	NRC - Order Coordination Specific Time - Dedicated Transport	I		UNC1X	OCOSR		18.87	18.87							

UNBUNDLED NETWORK ELEMENTS - North Carolina											Attachment: 2 Exh. A					
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	
						Rec	Nonrecurring		Nonrecurring Disconnect							OSS Rates(\$)
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
ADDITIONAL NETWORK ELEMENTS																
	Service Rearrangements															
	NRC - Change in Facility Assignment per circuit Service Rearrangement	I		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNCVX, UNCDX, UNC1X	URETD		269.90	47.10								
	NRC - Change in Facility Assignment per circuit Project Management (added to CFA per circuit if project managed)	I		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNCVX, UNCDX, UNC1X	URETB		1.28	1.28								
	Miscellaneous															
	NRC - Order Coordination Specific Time - Dedicated Transport	I		UNC1X	OCOSR		18.89	18.89								

UNBUNDLED NETWORK ELEMENTS - South Carolina

CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)				Attachment: 2 Exh. A									
						Rec	Nonrecurring		Nonrecurring Disconnect		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			
							First	Add'l	First	Add'l							OSS Rates(\$)		
										SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN				
ADDITIONAL NETWORK ELEMENTS																			
Service Rearrangements																			
	NRC - Change in Facility Assignment per circuit Service Rearrangement	I		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNCVX, UNCDX, UNC1X	URETD		269.90	47.10											
	NRC - Change in Facility Assignment per circuit Project Management (added to CFA per circuit if project managed)	I		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNCVX, UNCDX, UNC1X	URETB		1.28	1.28											
Miscellaneous																			
	NRC - Order Coordination Specific Time - Dedicated Transport	I		UNC1X	OCOSR		18.90	18.90											

UNBUNDLED NETWORK ELEMENTS - Tennessee														Attachment: 2 Ex. A			
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	
						Rec	Nonrecurring First	Add'l	Nonrecurring Disconnect								OSS Rates(\$)
ADDITIONAL NETWORK ELEMENTS																	
	Service Rearrangements																
	NRC - Change in Facility Assignment per circuit Service Rearrangement	I		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNCXX, UNCDX, UNC1X	URETD		270.55	47.21					45.68	1.76			
	NRC - Change in Facility Assignment per circuit Project Management (added to CFA per circuit if project managed)	I		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNCXX, UNCDX, UNC1X	URETB		1.28	1.28					45.68	1.76			
	Miscellaneous																
	NRC - Order Coordination Specific Time - Dedicated Transport	I		UNC1X	OCOSR		18.93	18.93									