COMMISSIONERS:
LILA A. JABER, CHAIRMAN
J. TERRY DEASON
BRAULIO L. BAEZ
MICHAEL A. PALECKI
RUDOLPH "RUDY" BRADLEY

STATE OF FLORIDA

DIVISION OF THE COMMISSION CLERK &
ADMINISTRATIVE SERVICES
BLANCA S. BAYÓ
DIRECTOR
(850) 413-6770 (CLERK)
(850) 413-6330 (ADMIN)

Public Service Commission

April 9, 2002

Marshall M. Criser III, Vice President Regulatory & External Affairs
BellSouth Telecommunications, Inc.
150 South Monroe Street, Suite 400
Tallahassee, Florida   32301-1556

Docket No. 020316-TP

Dear Mr. Criser:

This will acknowledge receipt of a request for approval of amendment to interconnection, unbundling, resale, and collocation agreement between BellSouth Telecommunications, Inc. and Z-Tel Communications, Inc., which was filed in this office on April 5, 2002, and assigned the above-referenced docket number. Appropriate staff members will be advised.

Mediation may be available to resolve any dispute in this docket. If mediation is conducted, it does not affect a substantially interested person's right to an administrative hearing. For more information, contact the Office of General Counsel at (850) 413-6248 or FAX (850) 413-7180.

Division of the Commission Clerk and Administrative Services
Florida Public Service Commission

BELLSOUTH

April 5, 2002

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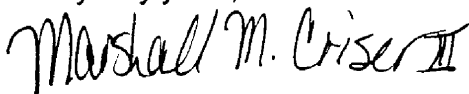Tallahassee, Florida 32399

020316-TP

Re: Approval of Amendment to the Interconnection, Unbundling, Resale, and Collocation Agreement Negotiated by BellSouth Telecommunications, Inc. ("BellSouth") and Z-Tel Communications, Inc. pursuant to Sections 251, 252 and 271 of the Telecommunications Act of 1996

Dear Mrs. Bayo:

Pursuant to section 252(e) of the Telecommunications Act of 1996, BellSouth and Z-Tel Communications, Inc. are submitting to the Florida Public Service Commission an amendment to their negotiated agreement for the interconnection of their networks, the unbundling of specific network elements offered by BellSouth and the resale of BellSouth's telecommunications services to Z-Tel Communications, Inc.. The initial agreement between the companies was filed in 010058-TP, on January 12, 2001, and was deemed effective by Order No. PSC-01-0579-FOF-TP on March 12, 2001.

Pursuant to section 252(e) of the Act, the Commission is charged with approving or rejecting this amendment to the negotiated agreement between BellSouth and Z-Tel Communications, Inc. within 90 days of its submission. The Act provides that the Commission may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity. Both parties agree that neither of these reasons exists as to the agreement they have negotiated and therefore, as such this amendment should be deemed effective by operation of law on July 5, 2002.

Very truly yours,

Marshall M. Criser II

Regulatory Vice President

AMENDMENT
TO THE
AGREEMENT BETWEEN
Z-TEL COMMUNICATIONS, INC.
AND
BELLSOUTH TELECOMMUNICATIONS, INC.
DATED NOVEMBER 30, 2000

Pursuant to this Amendment, (the "Amendment"), Z-Tel Communications, Inc. ("Z-Tel"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated November 30, 2000 ("Agreement").

WHEREAS, BellSouth and Z-Tel entered into the Agreement on November 30, 2000;

WHEREAS, Z-Tel has requested the provision to unbrand Operator Call Processing and Directory Assistance via Originating Line Number Screening (OLNS) software;

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:
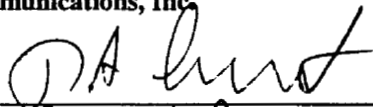
1. Replace Sections 10.4.5, 10.4.6, 10.4.7, 10.4.8, and 10.4.9 in Attachment 2 of the Agreement to reflect language shown in Exhibit 1 attached hereto and incorporated herein by this reference.

2. Incorporate additional rate elements in Attachment 2, Exhibit C, Rates, as identified in Exhibit 2 attached hereto and incorporated herein by this referene.

3. All of the other provisions of the Agreement, dated November 30, 2000 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 hereto have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below. Terms and conditions associated with this Amendment will be effective on the date of the last signature. Rates will be effective thirty (30) calendar days from the last signature.
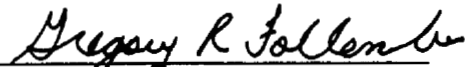
Z-Tel Communications, Inc.	BellSouth Telecommunications, Inc.
Signature: _(signature)_	Signature: _(signature)_
Printed Name: ROBERT A. CURTIS	Printed Name: Gregory R Follensbee
Title: SENIOR VICE PRESIDENT, STRATEGIC PLANNING	Title: Senior Director
Date: 3/1/02	Date: 3/13/02

EXHIBIT 1

(To be incorporated into Attachment 2 Language of Interconnection Agreement)

Exhibit 1
Amendment to Interconnection Agreement

Replace Sections 10.4.5, 10.4.6, 10.4.7, and 10.4.8 with the following language:

10.4.5	**Branding for Operator Call Processing and Directory Assistance**
10.4.5.1	BellSouth's branding feature provides a definable announcement to Z-Tel end users using Directory Assistance (DA)/Operator Call Processing (OCP) prior to placing such end users in queue or connecting them to an available operator or automated operator system. This feature allows Z-Tel to have its calls custom branded with Z-Tel's name on whose behalf BellSouth is providing Directory Assistance and/or Operator Call Processing. Rates for the branding features are set forth in this Attachment.
10.4.5.1	BellSouth offers three (3) service levels of branding to Z-Tel when ordering BellSouth's Directory Assistance and Operator Call Processing.
10.4.5.2.1	Service Level 1 - BellSouth Branding
10.4.5.2.2	Service Level 2 - Unbranding
10.4.5.2.3	Service Level 3 - Custom Branding
10.4.5.3	Where Z-Tel resells BellSouth's services or purchases unbundled local switching from BellSouth, and utilizes a directory assistance provider and operator services provider other than BellSouth, BellSouth will route Z-Tel's end user calls to that provider through Selective Carrier Routing.
10.4.6	**For Use with an Unbundled Port**
10.4.6.1	Selective Call Routing using Line Class Codes (SCR-LCC) provides the capability for Z-Tel to have its OS/DA calls routed to BellSouth's OS/DA platform for BellSouth provided Custom Branded or Unbranded OS/DA or to its own or an alternate OS/DA platform for Self-Branded OS/DA. SCR-LCC is only available if line class code capacity is available in the requested BellSouth end office switches.
10.4.6.2	Custom Branding for Directory Assistance is not available for certain classes of service, including but not limited to Hotel/Motel services, WATS service, and certain PBX services.
10.4.6.3	Where available, Z-Tel specific and unique line class codes are programmed in each BellSouth end office switch where Z-Tel intends to serve end users with customized OS/DA branding. The line class codes specifically identify Z-Tel's end users so OS/DA calls can be routed over the appropriate trunk group to the requested OS/DA platform. Additional line class codes are required in each end office if the end office serves

multiple NPAs (i.e., a unique LCC is required per NPA), and/or if the end office switch serves multiple rate areas and Z-Tel intends to provide Z-Tel -branded OS/DA to its end users in these multiple rate areas.

10.4.6.4   BellSouth Branding is the Default Service Level.

10.4.6.5   SCR-LCC supporting Custom Branding and Self Branding require Z-Tel to order dedicated trunking from each BellSouth end office identified by Z-Tel, either to the BellSouth Traffic Operator Position System (TOPS) for Custom Branding or to the Z-Tel Operator Service Provider for Self Branding. Separate trunk groups are required for Operator Services and for Directory Assistance. Rates for trunks are set forth in applicable BellSouth tariffs.

10.4.6.6   Unbranding - Unbranded Directory Assistance and/or Operator Call Processing calls ride common trunk groups provisioned by BellSouth from those end offices identified by Z-Tel to the BellSouth TOPS. These calls are routed to "No Announcement."

10.4.6.7   The Rates for SCR-LCC are as set forth in this Attachment. There is a nonrecurring charge for the establishment of each Line Class Code in each BellSouth central office. Furthermore, for Unbranded and Custom Branded OS/DA provided by BellSouth Operator Services with unbundled ports and unbundled port/loop switch combinations, monthly recurring usage charges shall apply for the UNEs necessary to provide the service, such as end office and tandem switching and common transport. A flat rated end office switching charge shall apply to Self-Branded OS/DA when used in conjunction with unbundled ports and unbundled port/loop switch combinations.

10.4.6.8   In addition to the branding methods described in this Section, Unbranding and Custom Branding are also available for Directory Assistance, Operator Call Processing or both via Originating Line Number Screening (OLNS) software. When utilizing this method of Unbranding or Custom Branding, Z-Tel shall not be required to purchase dedicated trunking.

10.4.6.9   For BellSouth to provide Unbranding or Custom Branding via OLNS software for Operator Call Processing or for Directory Assistance, Z-Tel must have its Operating Company Number ("OCN(s)") and telephone numbers reside in BellSouth's LIDB; however, a BellSouth LIDB Storage Agreement is not required. To implement Unbranding and Custom Branding via OLNS software, Z-Tel must submit a manual order form which requires, among other things, Z-Tel's OCN and a forecast for the traffic volume anticipated for each BellSouth TOPS during the peak busy hour. Z-Tel shall provide updates to such forecast on a quarterly basis and at any time such forecasted traffic volumes are expected to change significantly. Upon Z-Tel's purchase of Unbranding or Custom Branding using OLNS software for any particular TOPS, all Z-Tel end users served by that TOPS will receive the Unbranded "no announcement" or the Custom Branded announcement.

10.4.6.10   Rates for Unbranding and Custom Branding via OLNS software for Directory Assistance and for Operator Call Processing are as set forth in this Attachment. Notwithstanding anything to the contrary in this Agreement, to the extent BellSouth is unable to bill Z-Tel applicable charges currently, BellSouth shall track such charges and will bill the same retroactively at such time as a billing process is implemented. In addition to the charges for Unbranding and Custom Branding via OLNS software, Z-Tel shall continue to pay BellSouth applicable labor and other charges for the use of BellSouth's Directory Assistance and Operator Call Processing platforms as set forth in this Attachment. Further, where Z-Tel is purchasing unbundled local switching from BellSouth, UNE usage charges for end office switching, tandem switching and transport, as applicable, shall continue to apply.

10.4.7   **For Facilities Based Carriers**

10.4.7.1   All Service Levels require Z-Tel to order dedicated trunking from their end office(s) point of interface to the BellSouth TOPS Switches. Rates for trunks are set forth in applicable BellSouth tariffs.

10.4.7.2   Customized Branding includes charges for the recording of the branding announcement and the loading of the audio units in each TOPS Switch and Network Applications Vehicle (NAV) equipment for which Z-Tel requires service.

10.4.7.3   Directory Assistance customized branding uses:

10.4.7.3.1   the recording of Z-Tel;

10.4.7.3.2   the front-end loading of the Digital Recorded Announcement Machine (DRAM) in each TOPS switch.

10.4.7.4   Operator Call Processing customized branding uses:

10.4.7.4.1   the recording of Z-Tel;

10.4.7.4.2   the front-end loading of the DRAM in the TOPS Switch;

10.4.7.4.3   the 0- automation loading for the audio units in the Enhanced Billing and Access Service (EBAS) in the Network Applications Vehicle (NAV).

EXHIBIT 2

**(To be incorporated into Attachment 2, Exhibit C (Rates) of
Interconnection Agreement)**

CATEG ORY	NOTES	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	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
		UNBRANDING - OPERATOR CALL PROCESSING															
		Unbranding via OLNS for UNEP CLEC															
		Loading of OA per OCN (Regional)						1,200 00	1,200.00								
		UNBRANDING - DIRECTORY ASSISTANCE															
		Unbranding via OLNS for UNEP CLEC															
		Loading of DA per OCN (1 OCN per Order)						420 00	420 00								
		Loading of DA per Switch per OCN						16 00	16 00								

UNBUNDLED NETWORK ELEMENTS - Alabama

CATEG ORY	NOTES	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($)						Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge Electronic-Disc 1st	Incremental Charge Manual Svc Order vs. Electronic-Disc Add'l
							Rec	Nonrecurring		Nonrecurring Disconnect			OSS RATES ($)					
								First	Add'l	First	Add'l		SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBRANDING - OPERATOR CALL PROCESSING																		
		Unbranding via OLNS for UNEP CLEC																
		Loading of OA per OCN (Regional)						1,200 00	1,200 00					11 90				
UNBRANDING - DIRECTORY ASSISTANCE																		
		Unbranding via OLNS for UNEP CLEC																
		Loading of DA per OCN (1 OCN per Order)						420 00	420.00									
		Loading of DA per Switch per OCN						16.00	16 00									

UNBUNDLED NETWORK ELEMENTS - Georgia

CATEGORY	NOTES	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	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBRANDING - OPERATOR CALL PROCESSING																	
		Unbranding via OLNS for UNEP CLEC															
		Loading of OA per OCN (Regional)						1,200 00	1,200 00								
UNBRANDING - DIRECTORY ASSISTANCE																	
		Unbranding via OLNS for UNEP CLEC															
		Loading of DA per OCN (1 OCN per Order)						420 00	420.00								
		Loading of DA per Switch per OCN						16 00	16 00								

CATEG ORY	NOTES	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	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBRANDING - OPERATOR CALL PROCESSING																	
		Unbranding via OLNS for UNEP CLEC															
		Loading of OA per OCN (Regional)						1,200 00	1,200 00				7 86				
UNBRANDING - DIRECTORY ASSISTANCE																	
		Unbranding via OLNS for UNEP CLEC															
		Loading of DA per OCN (1 OCN per Order)						420 00	420 00								
		Loading of DA per Switch per OCN						16 00	16.00								

UNBUNDLED NETWORK ELEMENTS - Kentucky

Attachment: 2   Exhibit: B

CATEGORY	NOTES	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	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBRANDING - OPERATOR CALL PROCESSING																		
		Unbranding via OLNS for UNEP CLEC																
		Loading of OA per OCN (Regional)						1,200 00	1,200 00				15 20				
UNBRANDING - DIRECTORY ASSISTANCE																		
		Unbranding via OLNS for UNEP CLEC																
		Loading of DA per OCN (1 OCN per Order)						420.00	420 00								
		Loading of DA per Switch per OCN						16.00	16 00								

UNBUNDLED NETWORK ELEMENTS - Louisiana

CATEGORY	NOTES	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	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBRANDING - OPERATOR CALL PROCESSING																	
	Unbranding via OLNS for UNEP CLEC																
		Loading of OA per OCN (Regional)	·					1,200.00	1,200 00				15 75				
UNBRANDING - DIRECTORY ASSISTANCE																	
	Unbranding via OLNS for UNEP CLEC																
		Loading of DA per OCN (1 OCN per Order)						420 00	420 00								
		Loading of DA per Switch per OCN						16.00	16 00								

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CATEGORY	NOTES	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	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBRANDING - OPERATOR CALL PROCESSING																		
	Unbranding via OLNS for UNEP CLEC																	
		Loading of OA per OCN (Regional)						1,200 00	1,200.00									
UNBRANDING - DIRECTORY ASSISTANCE																		
	Unbranding via OLNS for UNEP CLEC																	
		Loading of DA per OCN (1 OCN per Order)						420 00	420.00									
		Loading of DA per Switch per OCN						16.00	16.00									

CATEG ORY	NOTES	RATE ELEMENTS	Interim	Zone	BCS	USOC							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			SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBRANDING - OPERATOR CALL PROCESSING																		
		Unbranding via OLNS for UNEP CLEC																
		Loading of OA per OCN (Regional)							1,200.00	1,200.00						15 69			
UNBRANDING - DIRECTORY ASSISTANCE																		
		Unbranding via OLNS for UNEP CLEC																
		Loading of DA per OCN (1 OCN per Order)							420 00	420 00									
		Loading of DA per Switch per OCN							16 00	16.00									

UNBUNDLED NETWORK ELEMENTS - South Carolina

CATEG ORY	NOTES	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	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
		UNBRANDING - OPERATOR CALL PROCESSING																
		Unbranding via OLNS for UNEP CLEC																
		Loading of OA per OCN (Regional)						1,200 00	1,200 00									
		UNBRANDING - DIRECTORY ASSISTANCE																
		Unbranding via OLNS for UNEP CLEC																
		Loading of DA per OCN (1 OCN per Order)						420 00	420 00									
		Loading of DA per Switch per OCN						16 00	16.00									

UNBUNDLED NETWORK ELEMENTS - Tennessee

Attachment: 2

Exhibit: B