

BELLSOUTH

BellSouth Telecommunications, Inc.
Regulatory & External Affairs
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Marshall M. Criser III
Vice President
Regulatory & External Affairs

840 224 7798
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January 30, 2004

040107-TP

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

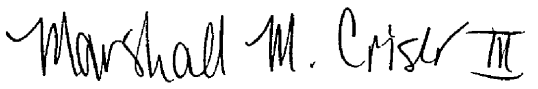
Re: Approval of Two Amendments to the Interconnection, Unbundling, Resale, and Collocation Agreement between BellSouth Telecommunications, Inc. ("BellSouth") and DSLnet Communications, LLC

Dear Mrs. Bayo:

Please find enclosed for filing and approval, an original and two copies of BellSouth Telecommunications, Inc.'s Two Amendments to Interconnection, Unbundling, Resale, and Collocation Agreement with DSLnet Communications, LLC.

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

Very truly yours,


Regulatory Vice President (KA)

DOCUMENT NUMBER DATE

01525 FEB-2 8

FPSC-COMMISSION CLERK

**AMENDMENT
TO THE
AGREEMENT BETWEEN
DSLNET COMMUNICATIONS, LLC AND
BELL SOUTH TELECOMMUNICATIONS, INC.
DATED JANUARY 10, 2003**

Pursuant to this Amendment, (the "Amendment"), DSLnet Communications, LLC ("DSLnet") and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties", hereby agree to amend that certain Interconnection Agreement between the Parties dated January 10, 2003 ("Agreement") shall be deemed effective from the date of the last signature.

WHEREAS, BellSouth and DSLnet entered into the Agreement on January 10, 2003, 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. Attachment 4, Collocation, Section 7, is hereby amended to add new Sections 7.8.8-7.8.10 as follows:
 - 7.8.8 BellSouth will revise recurring power charges to reflect a power reduction upon BellSouth's receipt of the Power Reduction Form from DSLnet certifying the completion of the power reduction, including the removal of the power cabling by DSLnet's BellSouth Certified Supplier.
 - 7.8.9 If DSLnet desires to reduce the amount of power that it has requested from BellSouth, DSLnet must submit a Subsequent Application for this power reduction. If no other modifications to the Collocation Space are requested other than the reduction in power, the Power Reduction Only, Application fee, as set forth in Exhibit B will apply. If other modifications are requested in addition to the reduction of power, the Subsequent Application Fee will apply. BellSouth will bill the appropriate nonrecurring application fee on the date BellSouth provides an Application Response to DSLnet.
 - 7.8.10 In Alabama and Louisiana, if DSLnet is currently served from the BellSouth main power board and requests that its power be reconfigured to connect to a BellSouth BDFB in a specific central office, DSLnet must submit a Subsequent Application to BellSouth. A response to such application will be provided by BellSouth within seven (7) calendar days and no application fee will apply for the initial power reduction at each "BellSouth Premises" in which DSLnet is currently collocated.

2. The Parties agree that the Agreement between DSLnet and BellSouth is hereby amended to add to Attachment 4, Collocation, Exhibit D rates as set forth in Exhibit 1, attached hereto and incorporated herein by this reference.
3. All of the other provisions of the Agreement, dated January 10, 2003, shall remain 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.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below.

BellSouth Telecommunications, Inc.

DSLnet Communications, LLC

By: Pat C Fenwick
Name: PATRICK C. FENWICK
Title: Asst Director
Date: 10/28/03

By: Schula Hobbs
Name: Schula Hobbs
Title: SR. Mgr-Reg Affairs
Date: 10/27/03

Power Reduction Amendment

COLLOCATION - Alabama											Attachment: 4		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
						Rec	Nonrecurring		Nonrecurring						
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL COLLOCATION															
	Physical Collocation - Power Reduction Only, Application Fee	I		CLO	PE1PR		398.76								

COLLOCATION - Florida											Attachment: 4		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
						Rec	Nonrecurring		Nonrecurring Disconnect						
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL COLLOCATION															
	Physical Collocation - Power Reduction Only, Application Fee	I		CLO	PE1PR		399.43								

COLLOCATION - Georgia											Attachment: 4		Exhibit: B																								
CATEGORY	RATE ELEMENTS	Inter m	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	Nonrecurring		Nonrecurring Disconnect		QSS Rates (\$)																				
													Rec	First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN													
PHYSICAL COLLOCATION																																					
	Physical Collocation - Power Reduction Only, Application Fee	I		CLO	PE1PR	398.80																															

COLLOCATION - Kentucky										Attachment: 4		Exhibit: B			
CATEGORY	RATE ELEMENTS	Inten m	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
PHYSICAL COLLOCATION															
	Physical Collocation - Power Reduction Only. Application Fee	I		CLO	PE1PR		399.50								

COLLOCATION - Louisiana										Attachment: 4		Exhibit: B				
CATEGORY	RATE ELEMENTS	Interm	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	SOMAN
PHYSICAL COLLOCATION																
	Physical Collocation - Power Reduction Only. Application Fee	I		CLO	PE1PR	398.76										

COLLOCATION - Mississippi											Attachment: 4		Exhibit: B				
CATEGORY	RATE ELEMENTS	Intern m	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	
							First	Add'l	First	Add'l							
PHYSICAL COLLOCATION																	
	Physical Collocation - Power Reduction Only, Application Fee			CLO	PE1PR	398.76											

COLLOCATION - North Carolina										Attachment 4		Exhibit B			
CATEGORY	RATE ELEMENTS	Inter m	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
PHYSICAL COLLOCATION															
	Physical Collocation - Power Reduction Only, Application Fee	f		CLO	PE1PR		399	13							

COLLOCATION - South Carolina											Attachment: 4		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
						Rec	Nonrecurring		Nonrecurring Disconnect						
							First	Add'l	First	Add'l	SOMEK	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL COLLOCATION															
	Physical Collocation - Power Reduction Only, Application Fee	I		CLO	PE1PR		400	33							

COLLOCATION - Tennessee										Attachment: 4		Exhibit: B			
CATEGORY	RATE ELEMENTS	Inter m	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 First						
										SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL COLLOCATION															
	Physical Collocation - Power Reduction Only, Application Fee	I		CLO	PE1PR		400	10							

**Amendment to the Agreement
Between
DSLnet Communications, LLC
and
BellSouth Telecommunications, Inc.
Dated January 10, 2003**

Pursuant to this Amendment, (the "Amendment"), DSLnet Communications, LLC (DSLnet), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated January 10, 2003 ("Agreement") to be effective 30 days after the date of the last signature executing the Amendment.

WHEREAS, BellSouth and DSLnet entered into the Agreement on January 10, 2003, 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 hereby agree to Amend Section 8 of the Adoption Papers to delete customer information and replace with the following:

DSLnet Communications, LLC
Schula Hobbs
545 Long Wharf Drive, 5th Floor
New Haven, CT 06511
Schula.hobbs@dsl.net

2. All of the other provisions of the Agreement, dated January 10, 2003, 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.

BellSouth Telecommunications, Inc.

DSLnet Communications, LLC

By: Pat C Fink
Name: Patrick C. Fink
Title: Asst Director
Date: 8/8/03

By: Schula Hobbs
Name: Schula Hobbs
Title: Sr. Mgr - Reg Affairs
Date: 7-29-03