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Regulatory & External Affairs
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Vice President
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June 16, 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 Network Telephone Corporation

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 Network Telephone Corporation.

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

Very truly yours,

Marshall M Criser, III / RW
Regulatory Vice President

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**Amendment
To the
Interconnection Agreement
Between
Network Telephone Corporation
and
BellSouth Telecommunications, Inc.
Dated June 20, 2003**

Pursuant to this Amendment, (the "Amendment"), Network Telephone Corporation (Network Telephone), 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 20, 2003 ("Agreement") to be effective 30 days after the date of the last signature executing the Amendment.

WHEREAS, BellSouth and Network Telephone entered into the Agreement on June 20, 2003, and;

WHEREAS, BellSouth and Network Telephone are amending the Agreement to modify Local Number Portability (LNP) recovery charge pursuant to the Order in the matter of the Telephone Number Portability BellSouth Corporation Petition for Declaratory Ruling and/or Waiver, CC Docket No. 95-116, released April 13, 2004; and

WHEREAS, BellSouth and Network Telephone are amending the Agreement to modify Network Telephone's Notices Information;

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 delete in their entirety all rate elements and USOCs identified as "Local Number Portability charges" in Exhibit A of Attachment 2, as specified by the following USOCs: LNPCX, LNPCP, LNPCN, and LNPCC.
2. The Parties agree to add the following language as Sections 4.1.1 and 5.6.4 of Attachment 2:
 - In addition to other charges specified in this Agreement for Local Number Portability Network Telephone shall pay to BellSouth the Local Number Portability charges as set forth in Section 13 of the BellSouth FCC No. 1 Tariff;
3. The Parties agree to modify Section 20.1 of General Terms and Conditions to delete Network Telephone's information in its entirety and replace with the following:

Network Telephone Corporation

3300 N. Pace Boulevard
Pensacola, Florida 32505
Attn: Margaret Ring
Director, Regulatory Affairs
Tel: (850) 465-1748
Fax: (850) 470-9641

with a copy to:

Friend, Hudak & Harris, LLP
Three Ravinia Drive, Suite 1450
Atlanta, Georgia 30346
Attn: Charles A. Hudak, Esq.
Tel: (770) 399-9500
Fax: (770) 395-0000

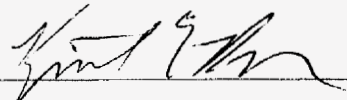
4. All of the other provisions of the Agreement dated June 20, 2003 shall remain unchanged and in full force and effect.
5. Either or both of the Parties are authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

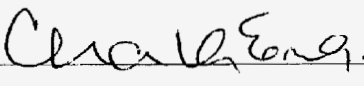
IN WITNESS WHEREOF, the Parties have executed this Agreement the day and year written below.

*

BellSouth Telecommunications, Inc.

Network Telephone Corporation

By: 

By: 

Name: Kristen E. Rowe

Name: CHARLES A. OMLING

Title: Director

Title: VP

Date: 06/08/04

Date: 6 01 2004