

**BellSouth Telecommunications, Inc.
Regulatory & External Affairs**

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Vice President
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June 29, 2004

040650-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 Amendment to the Interconnection, Unbundling, Resale and Collocation Agreement between BellSouth Telecommunications, Inc. ("BellSouth") and Z-Tel Communications, 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 Z-Tel Communications, Inc..

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

Very truly yours,

Marshall M. Criser III / RH
Regulatory Vice President

DOCUMENT NUMBER-DATE

07114 JUN 29 04

FPSC-COMMISSION CLERK

**Amendment to the Agreement
Between
Z-Tel Communications, Inc.
and
BellSouth Telecommunications, Inc.
Dated April 18, 2003**

Florida

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 for Florida between the Parties dated April 18, 2003, ("Agreement") to be effective ten (10) days following the date of the last signature executing the Amendment.

WHEREAS, BellSouth and Z-Tel entered into the Agreement on April 18, 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 agree to add the following provision to Attachment 3, Section 4.1, and the associated rates as set forth in Exhibit 1 of this Amendment, attached hereto and incorporated herein by this reference.
 - 4.1.2 Where Z-Tel utilizes portions of the BellSouth network in originating or terminating traffic, the Tandem Switching rates are applied in call scenarios where the Tandem Switching Network Element has been utilized. Because switch recordings cannot accurately indicate on a per call basis when the Tandem Switching Network Element has been utilized for an interoffice call originating from a UNE port and terminating to a BellSouth, Independent Company or Facility-Based CLEC office, BellSouth has developed, based upon call studies, a melded rate that takes into account the average percentage of calls that utilize Tandem Switching in these scenarios. BellSouth shall apply the melded Tandem Switching rate for every call in these scenarios. BellSouth shall utilize the melded Tandem Switching Rate until BellSouth has the capability to measure actual Tandem Switch usage in each call scenario specifically mentioned above, at which point the rate for the actual Tandem Switch usage shall apply. The UNE Call Flows set forth on BellSouth's website, as amended from time to time and incorporated herein by this reference, illustrate when the full or melded Tandem Switching rates apply for specific scenarios.
2. The Parties agree to add the following provision to Attachment 3, Section 14, and the associated rates as set forth in Exhibit 2 of this Amendment, attached hereto and incorporated herein by this reference.

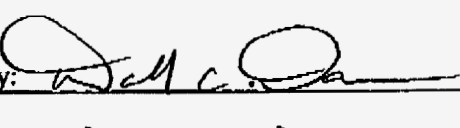
- 14.1.1 When a BellSouth technician is required to be dispatched to provision the Loop, BellSouth will tag the Loop with the Circuit ID number and the name of the ordering CLEC. When a dispatch is not required to provision the Loop, BellSouth will tag the Loop on the next required visit to the End User's location. If Z-Tel wants to ensure the Loop is tagged during the provisioning process for Loops that may not require a dispatch (e.g., UVL-SL1, UVL-SL2, and UCL-ND), Z-Tel may order Loop Tagging. Rates for Loop Tagging are as set forth in Attachment 1 – Table 1.
3. All of the other provisions of the Agreement, dated April 18, 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 have executed this Amendment the day and year written below.

BellSouth Telecommunications, Inc.

Z-Tel Communications, Inc.

By: 

By: 

Name: Kristen E. Rowe

Name: DONALD C. DAVES

Title: Director

Title: SR. VICE PRESIDENT

Date: 6/21/04

Date: 6/17/04

UNBUNDLED NETWORK ELEMENTS - Florida										Attachment: 2		Exhibit: 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 st	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	
										SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE															
	End Office Switching (Port Usage)														
	End Office Switching Function, Per MOU					0.0007341									
	End Office Trunk Port - Shared, Per MOU					0.0001571									
	Tandem Switching (Port Usage) (Local or Access Tandem)														
	Tandem Switching Function Per MOU					0.0001263									
	Tandem Trunk Port - Shared, Per MOU					0.0002252									
	Tandem Switching Function Per MOU (Melded)					0.00002603									
	Tandem Trunk Port - Shared, Per MOU (Melded)					0.000046414									
	Melded Factor: 20.61% of the Tandem Rate														
	Common Transport														
	Common Transport - Per Mile, Per MOU					0.0000034									
	Common Transport - Facilities Termination Per MOU					0.0004493									

UNBUNDLED NETWORK ELEMENTS - Florida						Attachment: 2	Exhibit: B									
CATEGORY	RATE ELEMENTS	Interi	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
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)																
ADDITIONAL NRCs																
	Unbundled Miscellaneous Rate Element, Tag Loop at End User Premise			UEPRX	URETL	8.33	0.83									
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)																
ADDITIONAL NRCs																
	Unbundled Miscellaneous Rate Element, Tag Loop at End User Premise			UEPBX	URETL	8.33	0.83									
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES - PBX)																
ADDITIONAL NRCs																
	Unbundled Miscellaneous Rate Element, Tag Loop at End User Premise			UEPRG	URETL	8.33	0.83									
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)																
ADDITIONAL NRCs																
	Unbundled Miscellaneous Rate Element, Tag Loop at End User Premise			UEPPX	URETL	8.33	0.83									
2-WIRE VOICE GRADE LOOP WITH 2-WIRE ANALOG LINE COIN PORT																
ADDITIONAL NRCs																
	Unbundled Miscellaneous Rate Element, Tag Loop at End User Premise			UEPCO	URETL	8.33	0.83									
2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (RES)																
ADDITIONAL NRCs																
	Unbundled Miscellaneous Rate Element, Tag Designed Loop at End User Premise			UEPFR	URETN	11.21	1.10									
2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (BUS)																
ADDITIONAL NRCs																
	Unbundled Miscellaneous Rate Element, Tag Designed Loop at End User Premise			UEPFB	URETN	11.21	1.10									
2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (PBX)																
ADDITIONAL NRCs																
	Unbundled Miscellaneous Rate Element, Tag Designed Loop at End User Premise			UEPFP	URETN	11.21	1.10									
2-WIRE VOICE GRADE LOOP- BUS ONLY - WITH 2-WIRE DID TRUNK PORT																
ADDITIONAL NRCs																
	Unbundled Miscellaneous Rate Element, Tag Loop at End User Premise			UEPPX	URETN	11.21	1.10									
2-WIRE ISDN DIGITAL GRADE LOOP WITH 2-WIRE ISDN DIGITAL LINE SIDE PORT																
ADDITIONAL NRCs																
	Unbundled Miscellaneous Rate Element, Tag Loop at End User Premise			UEPPB	UEPPR	URETL	8.33	0.83								
	Unbundled Miscellaneous Rate Element, Tag Design Loop at End Use Premise			UEPPB	UEPPR	URETN	11.21	1.10								
UNBUNDLED CENTREX PORT/LOOP COMBINATIONS - COST BASED RATES																
UNE-P CENTREX - 1AESS - (Valid in AL,FL,GA,KY,LA,MS,&TN only)																
Additional Non-Recurring Charges (NRC)																
	Unbundled Miscellaneous Rate Element, Tag Loop at End User Premise			UEP91	URETL	8.33	0.83									
	Unbundled Miscellaneous Rate Element, Tag Design Loop at End Use Premise			UEP91	URETN	11.21	1.10									

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
						Rec	Nonrecurring		Nonrecurring Disconnect						
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
UNE-P CENTREX - SESS (Valid in All States)															
Additional Non-Recurring Charges (NRC)															
	Unbundled Miscellaneous Rate Element, Tag Loop at End Use Premise			UEP95	URETL		8.33	0.83							
	Unbundled Miscellaneous Rate Element, Tag Design Loop at End Use Premise			UEP95	URETN		11.21	1.10							
UNE-P CENTREX - DMS100 (Valid in All States)															
Additional Non-Recurring Charges (NRC)															
	Unbundled Miscellaneous Rate Element, Tag Loop at End Use Premise			UEP9D	URETL		8.33	0.83							
	Unbundled Miscellaneous Rate Element, Tag Design Loop at End Use Premise			UEP9D	URETN		11.21	1.10							
UNE-P CENTREX - EWSD (Valid in AL, FL, KY, LA, MS & TN)															
Additional Non-Recurring Charges (NRC)															
	Unbundled Miscellaneous Rate Element, Tag Loop at End Use Premise			UEP9E	URETL		8.33	0.83							
	Unbundled Miscellaneous Rate Element, Tag Design Loop at End Use Premise			UEP9E	URETN		11.21	1.10							
UNBUNDLED PORT LOOP COMBINATIONS - MARKET RATES															
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)															
ADDITIONAL NRCs															
	Unbundled Miscellaneous Rate Element, Tag Loop at End User Premise			UEPRX	URETL		8.33	0.83							
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)															
ADDITIONAL NRCs															
	Unbundled Miscellaneous Rate Element, Tag Loop at End User Premise			UEPBX	URETL		8.33	0.83							
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES - PBX)															
ADDITIONAL NRCs															
	Unbundled Miscellaneous Rate Element, Tag Loop at End User Premise			UEPRG	URETL		8.33	0.83							
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)															
ADDITIONAL NRCs															
	Unbundled Miscellaneous Rate Element, Tag Loop at End User Premise			UEPPX	URETL		8.33	0.83							
2-WIRE VOICE GRADE LOOP WITH 2-WIRE ANALOG LINE COIN PORT															
ADDITIONAL NRCs															
	Unbundled Miscellaneous Rate Element, Tag Loop at End User Premise			UEPCO	URETL		8.33	0.83							
2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (RES)															
ADDITIONAL NRCs															
	Unbundled Miscellaneous Rate Element, Tag Designed Loop at End User Premise			UEPFR	URETN		11.21	1.10							
2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (BUS)															
ADDITIONAL NRCs															
	Unbundled Miscellaneous Rate Element, Tag Designed Loop at End User Premise			UEPFB	URETN		11.21	1.10							
2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (PBX)															
ADDITIONAL NRCs															
	Unbundled Miscellaneous Rate Element, Tag Designed Loop at End User Premise			UEPPF	URETN		11.21	1.10							
UNBUNDLED PORT/LOOP COMBINATIONS - MARKET BASED RATES															
2-WIRE VOICE GRADE LOOP- BUS ONLY - WITH 2-WIRE DID TRUNK PORT															
ADDITIONAL NRCs															
	Unbundled Miscellaneous Rate Element, Tag Loop at End User Premise			UEPPX	URETN		11.21	1.10							
2-WIRE ISDN DIGITAL GRADE LOOP WITH 2-WIRE ISDN DIGITAL LINE SIDE PORT															

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									Nonrecurring			
Rec	First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN		
	ADDITIONAL NRCs											
	Unbundled Miscellaneous Rate Element, Tag Loop at End User Premise			UEPPB UEPPR	URETL	8.33	0.83					
	Unbundled Miscellaneous Rate Element, Tag Designed Loop at End User Premise			UEPPB UEPPR	URETN	11.21	1.10					
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	Unbundled Miscellaneous Rate Element, Tag Loop at End Use Premise			UEP91	URETL	8.33	0.83					
	Unbundled Miscellaneous Rate Element, Tag Design Loop at End Use Premise			UEP91	URETN	11.21	1.10					
	UNE-P CENTREX - 5ESS (Valid in All States)											
	Additional Non-Recurring Charges (NRC)											
	Unbundled Miscellaneous Rate Element, Tag Loop at End Use Premise			UEP95	URETL	8.33	0.83					
	Unbundled Miscellaneous Rate Element, Tag Design Loop at End Use Premise			UEP95	URETN	11.21	1.10					
	UNE-P CENTREX - DMS100 (Valid in All States)											
	Additional Non-Recurring Charges (NRC)											
	Unbundled Miscellaneous Rate Element, Tag Loop at End Use Premise			UEP9D	URETL	8.33	0.83					
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	Unbundled Miscellaneous Rate Element, Tag Loop at End Use Premise			UEP9E	URETL	8.33	0.83					
	Unbundled Miscellaneous Rate Element, Tag Design Loop at End Use Premise			UEP9E	URETN	11.21	1.10					