

BellSouth Telecommunications, Inc.

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Vice President
Regulatory & External Affairs

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June 30, 2004

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

040665-TP

Re: Approval of Amendment to the Interconnection, Unbundling, Resale and Collocation Agreement between BellSouth Telecommunications, Inc. ("BellSouth") and NOW 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 NOW Communications, Inc.

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

Very truly yours,

Marshall Criser III
Regulatory Vice President *MC*

DOCUMENT NUMBER--DATE
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**Amendment to the Interconnection Agreement
Between
NOW Communications, Inc. and
BellSouth Telecommunications, Inc.
Dated February 14, 2003**

This Amendment is entered into by and between NOW Communications, Inc. ("NOW") and BellSouth Telecommunications, Inc. ("BellSouth") hereinafter referred to collectively as the "Parties," to amend that certain Interconnection Agreement between the Parties dated February 14, 2003 ("Interconnection Agreement") to be effective as of the date of the last signature to the amendment.

WHEREAS, the assets of NOW are being acquired by NOW Acquisition Corporation ("NAC"), a Delaware corporation.

WHEREAS, the Parties desire that the Interconnection Agreement be amended to reflect the correct corporate entity name.

NOW, THEREFORE, in consideration of the mutual promises and covenants 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 name of NOW Communications, Inc. ("NOW") in the Interconnection Agreement is hereby deleted throughout the Interconnection Agreement and replaced with NOW Acquisition Corporation ("NAC").
2. The Parties agree to delete and replace Section 20.1 of the General Terms and Conditions as follows:

20.1 Every notice, consent, approval, or other communications required or contemplated by this Agreement shall be in writing and shall be delivered by hand, by overnight courier or by US mail postage prepaid, address to:

BellSouth Telecommunications, Inc.
BellSouth Local Contract Manager
600 North 19th Street, 8th floor
Birmingham, AL 35203

and

ICS Attorney
Suite 4300
675 West Peachtree Street
Atlanta, GA 30375

9/15/02

NOW Acquisition Corporation

Scott Kellogg
Attorney
180 N. Wacker Drive
Ste. 3
Chicago, IL 60606
skellogg@veranet.net
Telephone Number – 312-658-1056
Fax Number – 312-658-5487

or at such other address as the intended recipient previously shall have designated by written notice to the other Party.

3. All of the other provisions of the Interconnection Agreement, dated February 14, 2003, shall remain in full force and effect.
4. Either or both of the Parties is authorized to submit this Amendment to each Public Service Commission for approval subject to Section 252(e) of the Telecommunications Act of 1996.

9/15/02

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

&

BellSouth Telecommunications, Inc.

By: 

Name: Kristen E. Rowe

Title: Director

Date: 3/18/04

NOW Acquisition Corporation

By: 

Name: DONALD J ZUCK

Title: VP FINANCE

Date: 3 9 04