

ORIGINAL

BELLSOUTH

BellSouth Telecommunications, Inc.

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Tallahassee, FL 32301-1556

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Marshall M. Criser III

Vice President
Regulatory & External Affairs

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COMMISSION
CLERK

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

040672-TP

Re: Approval of Amendment to the Interconnection, Unbundling, Resale and Collocation Agreement between BellSouth Telecommunications, Inc. ("BellSouth") and The Other Phone Company, Inc. d/b/a Access One Communications, The Other Phone Company, Inc d/b/a Talk America, 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 The Other Phone Company, Inc. d/b/a Access One Communications, The Other Phone Company, Inc d/b/a Talk America, 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
Regulatory Vice President

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Amendment to the Interconnection Agreement
Between
BellSouth Telecommunications, Inc.
and
The Other Phone Company, Inc. d/b/a Access One Communications,
The Other Phone Company, Inc. d/b/a Talk America Inc. (NOT in Florida), and
Talk America Inc.

Pursuant to this Amendment, (the "Amendment"), BellSouth Telecommunications, Inc. ("BellSouth"), a Georgia corporation, and The Other Phone Company, Inc. d/b/a Access One Communications, a Florida corporation, The Other Phone Company, Inc. d/b/a Talk America Inc. (NOT in Florida), a Florida corporation, and Talk America Inc., a Pennsylvania corporation ("collectively referred to as "Talk America"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated June 12, 2002, ("Agreement") to be effective on the date of the last signature executing the Amendment.

WHEREAS, BellSouth and Talk America entered into the Agreement on June 12, 2002, and;

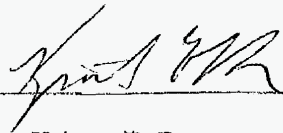
NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

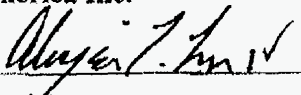
1. The parties agree to add the following provision to Attachment 2, Section 4.3 and the associated rates as set forth in Exhibit 1 of this Amendment, attached hereto and incorporated herein by this reference.
 - 4.3.1.1** Where Talk America utilizes portions of the BellSouth network in originating or 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. All of the other provisions of the Agreement, dated June 12, 2002, shall remain in full force and effect.
3. 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.

**The Other Phone Company, Inc. d/b/a
Access One Communications,
The Other Phone Company, Inc. d/b/a
Talk America Inc. (NOT in Florida), and
Talk America Inc.**

By: 
Name: Kristen E. Rowe
Title: Director
Date: 5/6/07

By: 
Name: Aloysius T. Lan IV
Title: VP - General Counsel
Date: 5/6/07

UNBUNDLED NETWORK ELEMENTS - Alabama										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	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
UNBUNDLED LOCAL SWITCHING, PORT USAGE															
	End Office Switching (Port Usage)														
	End Office Switching Function, Per MOU					0.0007025									
	End Office Trunk Port - Shared, Per MOU					0.0001638									
	Tandem Switching (Port Usage) (Local or Access Tandem)														
	Tandem Switching Function Per MOU					0.000095									
	Tandem Trunk Port - Shared, Per MOU					0.0002015									
	Tandem Switching Function Per MOU (Melded)					0.000040993									
	Tandem Trunk Port - Shared, Per MOU (Melded)					0.000086947									
	Melded Factor: 43.15% of the Tandem Rate														
	Common Transport														
	Common Transport - Per Mile, Per MOU					0.0000023									
	Common Transport - Facilities Termination Per MOU					0.0003224									

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 Add'l	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
UNBUNDLED LOCAL SWITCHING, PORT USAGE															
End Office Switching (Port Usage)															
	End Office Switching Function, Per MOU					0.0007662									
	End Office Trunk Port - Shared, Per MOU					0.000164									
Tandem Switching (Port Usage) (Local or Access Tandem)															
	Tandem Switching Function Per MOU					0.0001319									
	Tandem Trunk Port - Shared, Per MOU					0.000235									
	Tandem Switching Function Per MOU (Melded)					0.00027185									
	Tandem Trunk Port - Shared, Per MOU (Melded)					0.00048434									
	Melded Factor: 20.81% of the Tandem Rate														
Common Transport															
	Common Transport - Per Mile, Per MOU					0.0000035									
	Common Transport - Facilities Termination Per MOU					0.0004372									

UNBUNDLED NETWORK ELEMENTS - Georgia						Attachment: 2		Exhibit: A							
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 Add'l	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
UNBUNDLED LOCAL SWITCHING, PORT USAGE															
	End Office Switching (Port Usage)														
	End Office Switching Function, Per MOU					0.0008153									
	End Office Trunk Port - Shared, Per MOU					0.0001226									
	Tandem Switching (Port Usage) (Local or Access Tandem)														
	Tandem Switching Function Per MOU					0.0000972									
	Tandem Trunk Port - Shared, Per MOU					0.0001557									
	Tandem Switching Function Per MOU (Melded)					0.000017904									
	Tandem Trunk Port - Shared, Per MOU (Melded)					0.00002668									
	Melded Factor: 18.42% of the Tandem Rate														
	Common Transport														
	Common Transport - Per Mile, Per MOU					0.0000027									
	Common Transport - Facilities Termination Per MOU					0.0001914									

UNBUNDLED NETWORK ELEMENTS - Kentucky										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	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
UNBUNDLED LOCAL SWITCHING, PORT USAGE																
	End Office Switching (Port Usage)															
	End Office Switching Function, Per MOU					0.0011971										
	End Office Trunk Port - Shared, Per MOU					0.0002112										
	Tandem Switching (Port Usage) (Local or Access Tandem)															
	Tandem Switching Function Per MOU					0.000194										
	Tandem Trunk Port - Shared, Per MOU					0.0002416										
	Tandem Switching Function Per MOU (Melded)					0.00094381										
	Tandem Trunk Port - Shared, Per MOU (Melded)					0.000117538										
	Melded Factor: 48.65% of the Tandem Rate															
	Common Transport															
	Common Transport - Per Mile, Per MOU					0.000003										
	Common Transport - Facilities Termination Per MOU					0.0007466										

UNBUNDLED NETWORK ELEMENTS - Louisiana							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	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	SDMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE																
	End Office Switching (Port Usage)															
	End Office Switching Function, Per MOU					0.001868										
	End Office Trunk Port - Shared, Per MOU					0.00018										
	Tandem Switching (Port Usage) (Local or Access Tandem)															
	Tandem Switching Function Per MOU					0.0001067										
	Tandem Trunk Port - Shared, Per MOU					0.000222										
	Tandem Switching Function Per MOU (Melded)					0.000035290										
	Tandem Trunk Port - Shared, Per MOU (Melded)					0.000073430										
	Melded Factor: 33.06% of the Tandem Rate															
	Common Transport															
	Common Transport - Per Mile, Per MOU					0.0000032										
	Common Transport - Facilities Termination Per MOU					0.0003748										

UNBUNDLED NETWORK ELEMENTS - Mississippi						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 Add'l	Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l
UNBUNDLED LOCAL SWITCHING, PORT USAGE											
	End Office Switching (Port Usage)										
	End Office Switching Function, Per MOU					0.0010269					
	End Office Trunk Port - Shared, Per MOU					0.000161					
	Tandem Switching (Port Usage) (Local or Access Tandem)										
	Tandem Switching Function Per MOU					0.0001723					
	Tandem Trunk Port - Shared, Per MOU					0.0001828					
	Tandem Switching Function Per MOU (Melded)					0.00063441					
	Tandem Trunk Port - Shared, Per MOU (Melded)					0.00067307					
	Melded Factor: 36.82% of the Tandem Rate										
	Common Transport										
	Common Transport - Per Mile, Per MOU					0.0000026					
	Common Transport - Facilities Termination Per MOU					0.0004541					

UNBUNDLED NETWORK ELEMENTS - North Carolina						RATES (\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 2		Exhibit: A							
CATEGORY	RATE ELEMENTS	Interi	Zone	BCS	USOC				Rec	Incremental Charge - Manual Svc Order vs. Electronic-1st		Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st						
										First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
									OSS Rates (\$)									
UNBUNDLED LOCAL SWITCHING, PORT USAGE																		
	End Office Switching (Port Usage)																	
	End Office Switching Function, Per MOU						0.0015											
	End Office Trunk Port - Shared, Per MOU						0.00023											
	Tandem Switching (Port Usage) (Local or Access Tandem)																	
	Tandem Switching Function Per MOU						0.0006											
	Tandem Trunk Port - Shared, Per MOU						0.0003											
	Tandem Switching Function Per MOU (Melded)						0.00024618											
	Tandem Trunk Port - Shared, Per MOU (Melded)						0.00012309											
	Melded Factor: 41.03% of the Tandem Rate																	
	Common Transport																	
	Common Transport - Per Mile, Per MOU						0.00001											
	Common Transport - Facilities Termination Per MOU						0.00034											

CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 2		Exhibit: A				
									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	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN			
UNBUNDLED LOCAL SWITCHING, PORT USAGE															
End Office Switching (Port Usage)															
	End Office Switching Function, Per MOU					0.0010519									
	End Office Trunk Port - Shared, Per MOU					0.0002136									
Tandem Switching (Port Usage) (Local or Access Tandem)															
	Tandem Switching Function Per MOU					0.0001634									
	Tandem Trunk Port - Shared, Per MOU					0.0002863									
	Tandem Switching Function Per MOU (Melded)					0.00004951									
	Tandem Trunk Port - Shared, Per MOU (Melded)					0.000088749									
	Melded Factor: 30.30% of the Tandem Rate														
Common Transport															
	Common Transport - Per Mile, Per MOU					0.0000045									
	Common Transport - Facilities Termination Per MOU					0.0004096									

UNBUNDLED NETWORK ELEMENTS - Tennessee										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	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						
UNBUNDLED LOCAL SWITCHING, PORT USAGE															
End Office Switching (Port Usage)															
	End Office Switching Function, Per MOU					0.0008041									
Tandem Switching (Port Usage) (Local or Access Tandem)															
	Tandem Switching Function Per MOU					0.0009778									
	Tandem Switching Function Per MOU (Melded)					0.000380364									
	Melded Factor: 38.90% of the Tandem Rate														
Common Transport															
	Common Transport - Per Mile, Per MOU					0.0000064									
	Common Transport - Facilities Termination Per MOU					0.0003871									