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BellSouth Telecommunications, Inc.

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Marshall M. Criser III

Vice President Regulatory & External Affairs

850 224 7798 Fax 850 224 5073

040672-TP

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

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 Criscille / # #

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FPSC-COMMISSION CLERK

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.

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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.

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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
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Name: Kristen E. Rowe	Name: Alaysus T. Lan IV
Title: Director	Title: CVP-6 and Corst
Date: 5/4/44	Date: 516loy

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	Tandem Switching Function Per MOU		1			0.000194										
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	Tandem Trunk Port - Shared, Per MOU (Melded)				a. A.	0.000117538										
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