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BELLSOUTH

ORIGINAL

BellSouth Telecommunications, Inc.
Regulatory & External Affairs
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Tallahassee, FL 32301-1556

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Vice President
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July 16, 2004

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COMMISSION
CLERK

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 Two Amendments to the Interconnection, Unbundling, Resale and Collocation Agreement between BellSouth Telecommunications, Inc. ("BellSouth") and 1-800-RECONEX, Inc d/b/a USTEL

Dear Mrs. Bayo:

Please find enclosed for filing and approval, the original and two copies of BellSouth Telecommunications, Inc.'s Two Amendments to Interconnection, Unbundling, Resale and Collocation Agreement with 1-800-RECONEX, Inc d/b/a USTEL

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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FPSC-BUREAU OF RECORDS

DOCUMENT NUMBER-DATE

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FPSC-COMMISSION CLERK

**Amendment to the Agreement
Between
1-800-RECONEX, Inc. d/b/a USTEL in
FL, GA, NC, KY, LA, MS, SC, TN and
1-800-RECONEX, Inc. in AL,
and
BellSouth Telecommunications, Inc.
Dated December 13, 2002**

Pursuant to this Amendment, (the "Amendment"), 1-800-RECONEX, Inc. d/b/a USTEL (1-800-RECONEX) in Florida, Georgia, North Carolina, Kentucky, Louisiana, Mississippi, South Carolina and Tennessee and 1-800-RECONEX, Inc. (1-800-RECONEX) in Alabama (1-800-RECONEX), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated December 13, 2002 ("Agreement") to be effective thirty (30) calendar days after the date of the last signature executing the Amendment.

WHEREAS, BellSouth and 1-800-RECONEX entered into the Agreement on December 13, 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 1-800-RECONEX 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 December 13, 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.

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

#

BellSouth Telecommunications, Inc.

1-800-RECONEX, Inc. d/b/a USTEL (1-800-RECONEX) in FL, GA, NC, KY, LA, MS, SC, TN and 1-800-RECONEX, Inc. (1-800-RECONEX) in AL (1-800-RECONEX).

By: [Signature]

By: [Signature]

Name: Kristen E. Rowe

Name: William E. Quinn

Title: Director

Title: Vice. Pres. & Gen. Counsel

Date: 5/28/04

Date: 5-27-04

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 Manual 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	Nonrecurring Add'l	Nonrecurring Disconnect First	Nonrecurring Disconnect Add'l	SOMEC	SOMAN	OSS Rates (\$)		
UNBUNDLED LOCAL SWITCHING, PORT USAGE															
	End Office Switching (Port Usage)														
	End Office Switching Function, Per MOU														
	End Office Trunk Port - Shared, Per MOU														
	Tandem Switching (Port Usage) (Local or Access Tandem)														
	Tandem Switching Function Per MOU														
	Tandem Trunk Port - Shared, Per MOU														
	Tandem Switching Function Per MOU (Mated)														
	Tandem Trunk Port - Shared, Per MOU (Mated)														
	Mated Factor - 43.15% of the Tandem Rate														
	Common Transport														
	Common Transport - Per Mile, Per MOU														
	Common Transport - Facilitas Termination Per MOU														

UNBUNDLED NETWORK ELEMENTS - Florida																				
CATEGORY	RATE ELEMENTS	Interm	Zone	BCS	USOC	RATES (\$)						Svc Order Submitted Etes per LSR	Svc Order Submitted Manually per LSR	Attachment 2		Exhibit A				
						Reo	Nonrecurring First	Carriage Add'l	Nonrecurring First	Disconnect Add'l	SOMEC			SOMAN	SOMAN	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	
UNBUNDLED LOCAL SWITCHING, PORT USAGE																				
	End Office Switching (Port Usage)																			
	End Office Switching - Function, Per MOU																			
	End Office Trunk Port - Shared, Per MOU																			
	Tandem Switching (Port Usage) (Local or Access Tandem)																			
	Tandem Switching - Function Per MOU																			
	Tandem Trunk Port - Shared, Per MOU																			
	Tandem Switching Function Per MOU (Merged)																			
	Tandem Trunk Port - Shared, Per MOU (Merged)																			
	Merge Factor: 20.61% of the Tandem Rate																			
	Common Transport																			
	Common Transport - Per Mile, Per MOU																			
	Common Transport - Facilities Termination Per MOU																			

UNBUNDLED NETWORK ELEMENTS - Georgia						Attachment 2				Exhibit A		
CATEGORY	RATE ELEMENTS	Interm	Zone	BCS	USOC	RATES (\$)	Sve Order Submitted Elec per LSR	Sve Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-157	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
UNBUNDLED LOCAL SWITCHING, PORT USAGE												
	End Office Switching (Port Usage)											
	End Office Switching Function, Per MOU					0.0006153						
	End Office Trunk Port - Shared, Per MOU					0.0001228						
	Tandem Switching (Port Usage) (Local or Access Tandem)											
	Tandem Switching Function Per MOU					0.0005872						
	Tandem Trunk Port - Shared, Per MOU					0.0014557						
	Tandem Switching Function Per MOU (Shared)					0.00017904						
	Tandem Trunk Port - Shared, Per MOU (Shared)					0.0002989						
	Maked Factor: 18.42% of the Tandem Rate											
	Common Transport											
	Common Transport - Per Mile, Per MOU					0.0000237						
	Common Transport - Facilities Termination Per MOU					0.0001914						

UNBUNDLED NETWORK ELEMENTS - Kentucky

CATEGORY	RATE ELEMENTS	Interm	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	Incremental Charge - Manual Svc Order vs. Electronic Add'l	Incremental Charge - Manual Svc Order vs. Electronic	Incremental Charge - Manual Svc Order vs. Electronic Add'l			SOMEC	SOMAN	SOMAN	SOMAN		
																Rec	Nonrecurring Add'l
UNBUNDLED LOCAL SWITCHING, PORT USAGE																	
End Office Switching (Port Usage)																	
	End Office Switching Function, Per MOU						0.0011671										
	End Office Trunk Port - Shared, Per MOU						0.0002112										
Tandem Switching (Port Usage) (Local of Access Tandem)																	
	Tandem Switching Function Per MOU						0.000184										
	Tandem Trunk Port - Shared, Per MOU						0.0002418										
	Tandem Switching Function Per MOU (Holded)						0.00036431										
	Tandem Trunk Port - Shared, Per MOU (Holded)						0.000117638										
	Melded Factor: 4% 1/2% of the Tandem Rate																
Common Transport																	
	Common Transport - Per Msc, Per MOU						0.000003										
	Common Transport - Facilities Termination Per MOU						0.0007488										

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	OSS Rates (\$)		
													Rec	Nonrecurring First	Nonrecurring Add'l
UNBUNDLED LOCAL SWITCHING, PORT USAGE															
	End Office Switching (Port Usage)														
	End Office Switching Function, Per MOU					0.001688									
	End Office Trunk Port - Shared, Per MOU					0.000716									
	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 (Merged)					0.00035256									
	Tandem Trunk Port - Shared, Per MOU (Merged)					0.000076396									
	Merged Factor: 33.08% of the Tandem Rate														
	Common Transport														
	Common Transport - Per LSR, Per MOU					0.0000032									
	Common Transport - Facilities Termination Per MOU					0.0003748									

UNBUNDLED NETWORK ELEMENTS - Mississippi													
CATEGORY	MARKET ELEMENTS	Interim	Zone	BCS	USCC	RATES (\$)				Attachment 2		Exhibit A	
						Rec	Nonrecurring		Nonrecurring Discounted		SOMEC	SOMAN	SOMAN
						First	Add'l	First	Add'l				
										OSR Rates (\$)			
UNBUNDLED LOCAL SWITCHING, PORT USAGE													
	End Office Switching (Port Usage)												
	End Office Switching Function, Per MOU												0.0019289
	End Office Trunk Port - Shared, Per MOU												0.000981
	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 (Mediated)												0.0006344
	Tandem Trunk Port - Shared, Per MOU (Mediated)												0.000087307
	Mediated Factor: 36.87% of the Tandem Rate												
	Common Transport												
	Common Transport - Per Mile, Per MOU												0.0000028
	Common Transport - Pipeline Termination Per MOU												0.0004541

UNBUNDLED NETWORK ELEMENTS - North Carolina										Attachment: 2		Exhibit: A		
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USCC	RATES (\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic ¹	Incremental Charge - Manual Svc Order vs. Electronic Add'l	Incremental Charge - Electronic Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic Disc Add'l	OSR Rates (\$)	
													Rec	Nonrecurring First
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					0.00025								
	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 (Mislead)					0.0004615								
	Tandem Trunk Port - Shared, Per MOU (Mislead)					0.0001116								
	Mislead P&Mx, 41.03% of the Tandem Rate													
	Common Transport													
	Common Transport - Per Mile, Per MOU					0.00031								
	Common Transport - Facilities Termination Per MOU					0.00034								

UNBUNDLED NETWORK ELEMENTS - South Carolina										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 First	Add'l	Nonrecurring First
											OSS Rates (\$)			
											SOMECS	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE														
End Office Switching (Port Usage)														
	End Office Switching Function, Per MDU					0.0010619								
	End Office Trunk Port - Shared, Per MDU					0.0002136								
Tandem Switching (Port Usage) (Local or Access Tandem)														
	Tandem Switching Function Per MDU					0.0001684								
	Tandem Trunk Port - Shared, Per MDU					0.0002963								
	Tandem Switching Function Per MDU (Melded)					0.0004951								
	Tandem Trunk Port - Shared, Per MDU (Melded)					0.000068749								
	Melded Factor: 30.10% of the Tandem Rate													
Common Transport														
	Common Transport - Per Mile, Per MDU					0.0000646								
	Common Transport - Facilities Termination Per MDU					0.0004206								

UNBUNDLED NETWORK ELEMENTS - Tennessee										Attachment: 2		Exhibit: A			
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USCC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic 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 First	Nonrecurring Add'l	Nonrecurring First	Nonrecurring Disconnect Add'l	SOMEC	SOMAN	OSS Rates (\$)		
UNBUNDLED LOCAL SWITCHING, PORT USAGE															
	End Office Switching (Port Usage)														
	End Office Switching Function, Per MDU					0.5006041									
	Tandem Switching (Port Usage) (Local or Access Tandem)														
	Tandem Switching Function Per MDU					0.0009778									
	Tandem Switching Function Per MDU (Maltese)					0.00030264									
	Maltese Factor, 38.00% of the Tandem Rate														
	Common Transport														
	Common Transport - Per Mile, Per MDU					0.0000084									
	Common Transport - First/Last Termination Per MDU					0.0003967									