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ORIGINAL

**BELLSOUTH**

**BellSouth Telecommunications, Inc.**

**Regulatory & External Affairs**

150 South Monroe Street  
400  
Tallahassee, FL 32301-1556

marshall.criser@bellsouth.com

**Marshall M. Criser III**

Vice President  
Regulatory & External Affairs

850 224 7798  
Fax 850 224 5073

September 1, 2004

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

RECEIVED FPSC  
04 SEP - 1 PM 4: 20  
COMMISSION  
CLERK

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,

*MM Criser III*  
Regulatory Vice President

RECEIVED & FILED  
*J*  
FPSC-BUREAU OF RECORDS

DOCUMENT NUMBER-DATE  
**09595** SEP-1 04  
FPSC-COMMISSION CLERK

**Amendment to the 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.  
Dated June 12, 2002**

Pursuant to this Amendment, (the "Amendment"), BellSouth Telecommunications, Inc. ("BellSouth"), 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 last signature executing the Amendment.

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

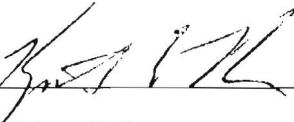
NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

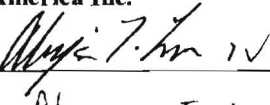
1. Attachment 2 of the Interconnection Agreement entered into between Talk America and BellSouth is hereby amended to replace existing and add new language to read as follows:
  - 5.6.4 Dial Around Compensation
    - 5.6.4.1 For a call originated by a pay phone end user over Talk America's unbundled Coin port/loop combinations and terminated to a BellSouth IntraLata 800 end user, BellSouth shall pay dial around compensation directly to the payphone end user provider in the amount specified by the FCC in Docket 96-128, the Pay Phone Order, or in other such orders that may modify, amend, or supercede the Pay Phone Order.
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: 8/18/04

By:   
Name: Aloysius T. Lucas III  
Title: Exec. General Counsel  
Date: 8/18/04