

BELLSOUTH

ORIGINAL

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September 10, 2004

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

041076-TP

Re: Approval of Amendment to the interconnection, unbundling, resale and collocation Agreement between BellSouth Telecommunications, Inc. ("BellSouth") and Madison River Communications, LLC

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 Madison River Communications, LLC

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

Very truly yours,

M. M. Criser III / RH
Regulatory Vice President

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**Amendment
To the
Interconnection Agreement
Between
Madison River Communications, LLC
and
BellSouth Telecommunications, Inc.
Dated August 29, 2003**

Pursuant to this Amendment, (the "Amendment"), Madison River Communications, LLC (MRC), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated August 29, 2003 ("Agreement") to be effective upon the date of last signature executing the Amendment.

WHEREAS, BellSouth and MRC entered into the Agreement on August 29, 2003, and;

WHEREAS, BellSouth and MRC are amending the Agreement to modify Local Number Portability (LNP) recovery charge pursuant to the Order in the matter of the Telephone Number Portability BellSouth Corporation Petition for Declaratory Ruling and/or Waiver, CC Docket No. 95-116, released April 13, 2004;

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 delete in their entirety all rate elements and USOCs identified as "Local Number Portability charges" in Exhibit B of Attachment 2, as specified by the following USOCs: LNPCX, LNPCP, LNPCN, and LNPCC.
2. The Parties agree to add the following language to Section 4 as Section 4.1.1 of Attachment 2 and Section 5 as Section 5.6.3 of Attachment 2:
 - In addition to other charges specified in this Agreement for Local Number Portability MRC shall pay to BellSouth the Local Number Portability charges as set forth in Section 13 of the BellSouth FCC No. 1 Tariff;
3. All of the other provisions of the Agreement dated August 29, 2003 shall remain unchanged and in full force and effect.
4. 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.

LNP Recovery Amendment
Signature Page

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

BellSouth Telecommunications, Inc.

Madison River Communications, LLC

By: *Kristen E. Rowe*

By: *Michael T. Skrivan*

Name: Kristen E. Rowe

Name: Michael T. Skrivan

Title: Director

Title: VP - Revenue

Date: 8/26/04

Date: 8/20/04