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COMMISSION  
CLERK

September 21, 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 C12, 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 C12, Inc.

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

Very truly yours,

*MM Criser III /RH*  
Regulatory Vice President

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*[Signature]*  
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**Amendment  
To the  
Interconnection Agreement  
Between  
CI2, Inc.  
and  
BellSouth Telecommunications, Inc.  
Dated May 22, 2004**

Pursuant to this Amendment, (the "Amendment"), CI2, Inc. (CI2), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated May 22, 2004 ("Agreement") to be effective the date of the last signature executing this Amendment.

WHEREAS, BellSouth and CI2 entered into the Agreement on May 22, 2004,  
and;

WHEREAS, BellSouth and CI2 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;

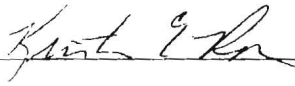
NOW, THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

1. The Parties agree to delete in their entirety all rate elements and USOCs identified as "Local Number Portability charges" in Exhibit A 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 5.4.5 of Attachment 2:
  - In addition to other charges specified in this Agreement for Local Number Portability CI2 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 May 22, 2004 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.

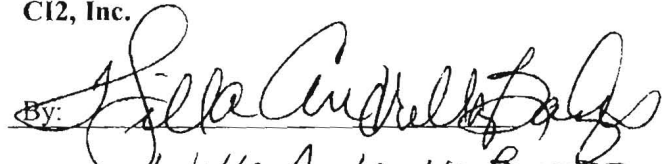
LNP Recovery Amendment  
Signature Page

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

**BellSouth Telecommunications, Inc.**

By:   
Name: Kristen E. Rowe  
Title: Director  
Date: 9/3/04

**CI2, Inc.**

By:   
Name: Willa Andrella Bales  
Title: President/CEO  
Date: August 3, 2004