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October 5, 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 PaeTec Communications, 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 PaeTec Communications, Inc.

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 Agreement
Between
PaeTec Communications, Inc.
and
BellSouth Telecommunications, Inc.
Dated May 31, 2003**

Pursuant to this Amendment, (the "Amendment"), PaeTec Communications, Inc. ("PaeTec"), 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 31, 2003 ("Agreement") to be effective 30 (thirty) days after the date of the last signature executing the Amendment ("Effective Date").

WHEREAS, BellSouth and PaeTec entered into the Agreement on May 31, 2003,
and;

WHEREAS, BellSouth and PaeTec are amending the Adoption of Agreements provision of the Agreement pursuant to the FCC's Second Report and Order, WC Docket No. 01-338, issued on July 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 Section 13 of the General Terms and Conditions and replace it with the following:
 13. Pursuant to 47 USC § 252(i) and 47 C.F.R. § 51.809, BellSouth shall make available to PaeTec any entire interconnection agreement filed and approved pursuant to 47 USC § 252. The adopted agreement shall apply to the same states as the agreement that was adopted, and the term of the adopted agreement shall expire on the same date as set forth in the agreement that was adopted.
2. All of the other provisions of the Agreement dated May 31, 2003 shall remain unchanged and 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.

By: *Kristen Rowe*

Name: Kristen Rowe

Title: Director

Date: 9/27/04

PaeTec Communications, Inc.

By: *Daniel J. Veruit*

Name: Daniel J. Veruit

Title: Exec. VP, Secretary & General Counsel

Date: 9/21/04