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BELLSOUTH

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BellSouth Telecommunications, Inc.
Regulatory & External Affairs
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Vice President
Regulatory & External Affairs
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COMMISSION
CLERK

November 3, 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 MCI WorldCom 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, collocation and resale Agreement with MCI WorldCom Communications, Inc.

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

Very truly yours,

MM Criser III/RN
Regulatory Vice President

RECEIVED & FILED
[Signature]
FPSC-BUREAU OF RECORDS

DOCUMENT NUMBER-DATE
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FPSC-COMMISSION CLERK

**Amendment to the Agreement
Between
MCI WorldCom Communications, Inc.
and
BellSouth Telecommunications, Inc.
Dated September 12, 2001**

Pursuant to this Amendment, (the "Amendment"), MCI WorldCom Communications, Inc. ("MCI"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Florida Interconnection Agreement between the Parties dated September 12, 2001 ("Agreement") to be effective ten (10) calendar days after the date of the last signature executing the Amendment ("Effective Date").

WHEREAS, BellSouth and MCI entered into the Agreement on September 12, 2001, and;

WHEREAS, on March 6, 2003 the Parties executed an amendment to the Agreement (the "Cost Amendment") to incorporate the rates established by the Florida Public Service Commission ("PSC") in Docket No. 990649A-TP, of the September 27, 2002 Order (the "Order"); and

WHEREAS, by administrative oversight, the Parties omitted from the Cost Amendment certain rates for Daily Usage Files ("DUF") established by the PSC in the Order; and

WHEREAS, the Parties desire to correct the oversight and incorporate the DUF rates from the Order into the Agreement;

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 replace the applicable rates in Table 1 of Attachment 1 with the rates set forth in Exhibit 1. All rates in Table 1 of Attachment 1 that are not replaced with rates from Exhibit 1 shall remain unchanged. The six (6) rates being replaced by Exhibit 1 are DUF rates. By entering into this Amendment, the rates set forth in Exhibit 1 will be applied prospectively, and neither Party is conceding the appropriateness of retroactive treatment of the rates in Exhibit 1. Either Party may advocate for the retroactive treatment of the rates set forth in this Amendment before an authority with competent jurisdiction or apply as mutually agreed to otherwise.
2. The Parties agree to replace the Notices contacts for MCI WorldCom Communications, Inc. with the following:

Chief Network Counsel
Attn: Robert A. Peterson
1133 19th Street NW
Washington, DC 20036
Fax: (202) 736-6903

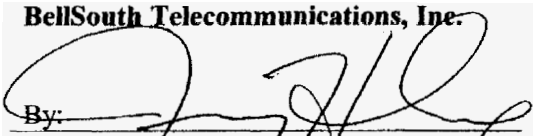
Director National Carrier Contracts and Initiatives
Attn: Peter H. Reynolds
22001 Loudoun County Parkway
Suite G2-3-614
Ashburn, VA 20147
Fax: (703) 886-0118

Copy to:
Senior Manager, Carrier Agreements
205 N. Michigan Avenue, 11th Floor
Chicago, IL 60601
Fax: (312) 470-5575

3. All of the other provisions of the Agreement, dated September 12, 2001, shall remain 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.

Signature Page

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

BellSouth Telecommunications, Inc.
By: 
Name: JERRY B. HENDRIX
Title: ASSISTANT VICE PRESIDENT
Date: 10/25/04

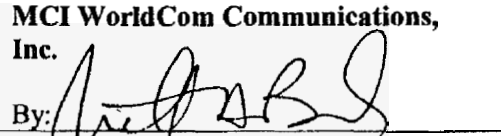
MCI WorldCom Communications, Inc.
By: 
Name: Michael A. Beach
Title: Vice President
Date: 10/21/04

Exhibit 1

ODUF/ADUF/EODUF/CMD5 - Florida						Svc Order Submitted Elec per LSR		Svc Order Submitted Manually per LSR		Attachment: 1		Table: 1				
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				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		Nonrecurring Disconnect					OSS Rates(\$)		
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
ODUF/ADUF/EODUF/CMD5																
ACCESS DAILY USAGE FILE (ADUF)																
	ADUF: Message Processing, per message					0.001656										
	ADUF: Data Transmission (CONNECT:DIRECT), per message					0.0001245										
OPTIONAL DAILY USAGE FILE (ODUF)																
	ODUF: Recording, per message					0.0000071										
	ODUF: Message Processing, per message					0.002146										
	ODUF: Message Processing, per Magnetic Tape provisioned					35.91										
	ODUF: Data Transmission (CONNECT:DIRECT), per message					0.00010375										