

BELLSOUTH

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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

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COMMISSION
CLERK

December 7, 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,

MM Criser III
Regulatory Vice President

DOCUMENT NUMBER-DATE
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FPSC-COMMISSION CLERK

**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 thirty (30) calendar 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;

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 sections 1.10 and 1.12 and replace with new sections 1.10 and 1.12 as set forth below to Attachment 2, Network Elements and Other Services.

1.10 Until the earlier of (1) March 12, 2005 or (2) the effective date of the final unbundling rules adopted by the FCC pursuant to the Notice of Proposed Rulemaking described in the Interim Rules Order ("Interim Period"), BellSouth shall continue providing unbundled access to Mass Market Switching (as defined herein), DS1, or equivalent, and higher capacity Loops, including dark fiber Loops (collectively "Enterprise Market Loops"), and DS1, or equivalent, and higher capacity dedicated transport, including dark fiber transport (collectively "High Capacity Transport") under the rates, terms and conditions set forth herein except to the extent that they are or have been superseded by:

1.12 For purposes of this Agreement "Transition Period" is defined as the six (6) month period following the Interim Period, or such other time period as may be specified by the FCC in an effective order adopted pursuant to the Notice of Proposed Rulemaking in the Interim Rules Order ("Final FCC Unbundling Rules"). In the absence of an effective FCC ruling that Mass Market Switching, High Capacity Transport, and/or Enterprise Market Loops, or any subset of such network elements, must be unbundled pursuant to section 251(c)(3) in any particular case, the following terms and conditions shall apply to such elements or subset thereof:

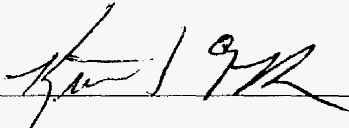
2. All of the other provisions of the Agreement, dated May 31, 2003, shall remain in full force and effect.

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.

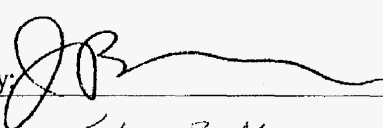
By: 

Name: Kristen Rowe

Title: Director

Date: 11/30/04

PAETEC Communications, Inc.

By: 

Name: John B. Messenger

Title: VP, Assoc. General Counsel

Date: 11/23/2004