



BellSouth Telecommunications, Inc. Regulatory & External Affairs 150 South Monroe Street 400

Tallahassee, FL 32301-1556

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Marshall M. Criser III Vice President Regulatory & External Affairs

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December 14, 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 three Amendments to the interconnection, unbundling, resale and collocation Agreement between BellSouth Telecommunications, Inc. ("BellSouth") and The Other Phone Company, Inc d/b/a Access One Communications, The Other Phone Company, Inc d/b/a Talk America Inc., and Talk America, Inc.

Dear Mrs. Bayo:

Please find enclosed for filing and approval, the original and two copies of BellSouth Telecommunications, Inc.'s three Amendments to interconnection, unbundling, resale and collocation Agreement with The Other Phone Company, Inc d/b/a Access One Communications, The Other Phone Company, Inc d/b/a Talk America Inc., and Talk America, Inc.

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

Very truly yours,

Regulatory Vice President

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## AMENDMENT TO THE

# AGREEMENT BETWEEN BELLSOUTH TELECOMMUNICATIONS, INC.

AND

THE OTHER PHONE COMPANY, INC. D/B/A ACCESS ONE COMMUNICATIONS, THE OTHER PHONE COMPANY, INC. D/B/A TALK AMERICA INC. (NOT IN FLORIDA), AND

#### TALK AMERICA INC.

#### **DATED JUNE 12, 2002**

Pursuant to this Amendment, (the "Amendment"), BellSouth Telecommunications, Inc. ("BellSouth"), a Georgia corporation, and The Other Phone Company, Inc. d/b/a Access One Communications, a Florida corporation, The Other Phone Company, Inc. d/b/a Talk America Inc. (NOT in Florida), a Florida corporation, and Talk America Inc., a Pennsylvania corporation ("collectively referred to as "Talk America"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated June 12, 2002 ("Talk America Agreement") to be effective on the date of last signature executing this Amendment.

WHEREAS, BellSouth and Talk America entered into the Agreement on June 12, 2002, and;

WHEREAS, BellSouth and Talk America 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 17.1 of the General Terms and Conditions and replace it with the following:
  - 17.1 Pursuant to 47 USC § 252(i) and 47 C.F.R. § 51.809, BellSouth shall make available to Talk America 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 June 12, 2002 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.

Adoption Language Amendment

Version: 08/31/04

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

BellSouth Telecommunications, Inc.

The Other Phone Company, Inc. d/b/a Access One Communications The Other Phone Company, Inc. d/b/a Talk America Inc. (NOT in Florida) Talk America Inc.

By: Vint 92h

Name: Kristen Rowe

Title: Director

Date: /2/3/04

By: alexis 7. Lan N

Name: Aloysus T. Lum IV

Title: P.VV - General Counsel

Date: illalod

# Amendment To the Interconnection Agreement Between

The Other Phone Company, Inc. d/b/a Access One Communications
The Other Phone Company, Inc. d/b/a Talk America Inc. (NOT in Florida)
Talk America Inc.

and

BellSouth Telecommunications, Inc. Dated June 12, 2002

Pursuant to this Amendment, (the "Amendment"), BellSouth Telecommunications, Inc. ("BellSouth"), a Georgia corporation, and The Other Phone Company, Inc. d/b/a Access One Communications, a Florida corporation, The Other Phone Company, Inc. d/b/a Talk America Inc. (NOT in Florida), a Florida corporation, and Talk America Inc., a Pennsylvania corporation ("collectively referred to as "Talk America"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated June 12, 2002, ("Agreement") to be effective on the date of the last signature executing the Amendment.

WHEREAS, BellSouth and Talk America entered into the Agreement on June 12, 2002, and;

WHEREAS, BellSouth and Talk America 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:

- 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 Sections 4 and 5, as new Sections 4.1.1 and 5.7, respectively, of Attachment 2:
  - In addition to other charges specified in this Agreement for Local Number Portability
    Talk America 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 June 12, 2002 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.

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

BellSouth Telecommunications, Inc.	The Other Phone Company, Inc. d/b/a Access One Communication, The Other Phone Company, Inc. d/b/a Talk America Inc. (NOT in Florida),
By: Kint &	By: Myle 7. In 1 V
Name: Kristen E. Rowe	Name: Aloy silo T. Lacon 1
Title: Director	Title: Cil- General Court
Date: 12/7/04	Date: 11(19/04

### Amendment to the Agreement Between BellSouth Telecommunications, Inc.

The Other Phone Company, Inc. d/b/a Access One Communications,

The Other Phone Company, Inc. d/b/a Talk America Inc. (NOT in Florida)

and Talk America Inc. Dated June 12, 2002

Pursuant to this Amendment, (the "Amendment"), BellSouth Telecommunications, Inc. ("BellSouth") and The Other Phone Company, Inc. d/b/a Access One Communications, a Florida corporation, The Other Phone Company, Inc. d/b/a Talk America Inc. (NOT in Florida), a Florida corporation, and Talk America Inc., a Pennsylvania corporation (collectively referred to as "Talk America"), hereinafter referred to collectively as the "Parties", hereby agree to amend that certain Interconnection Agreement between the Parties dated June 12, 2002 ("Agreement") to be effective thirty (30) days after the date of the last signature executing the Amendment.

WHEREAS, BellSouth and <customer\_short\_name> entered into the Agreement on June 12, 2002, and;

WHEREAS, both Parties agree that an initial New Installation of a 2-Wire Port/Loop Combination- Residence line provisioned at a Location where QuickServe is available on the line shall incur a QuickServe Non-Recurring Charge (NRC) at the NRC Currently Combined Conversion Rate set forth in the Agreement and that any initial New Installation of a 2-Wire Port/Loop Combination - Residence line provisioned at a location where QuickServe is not available, shall incur the Not Currently Combined NRC, First and Additional rates set forth in 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:

- The Parties agree to incorporate into Attachment 2 of the Agreement the rates and USOCs as set forth in Exhibit 1 of this Amendment attached hereto and incorporated herein by this reference.
- 2. All of the other provisions of the Agreement, dated June 12, 2002, 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.

Version: QuickServe Amendment - Standard ICA

10/06/04

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

BellSouth Telecommunications, Inc.	The Other Phone Company, Inc. d/b/a Access One Communications The Other Phone Company, Inc. d/b/a Talk America Inc. (NOT in Florida) Talk America Inc.
By: Kister Exory	By: Mysint. Im 1
Name: Kristen Rowe	Name: Haysils T. Laul
Title: Director	Title: Cor - General Coursel
Date: 12/8/04	Date: (1 /29/04

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