

**BELLSOUTH**  
ORIGINAL

**BellSouth Telecommunications, Inc.**  
**Regulatory & External Affairs**  
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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 Amendment to the interconnection, unbundling, resale and collocation Agreement between BellSouth Telecommunications, Inc. ("BellSouth") and Conextel, 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 Conextel, Inc.

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

Very truly yours,

*Marshall M. Criser III*  
Regulatory Vice President

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*RAH*  
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**Amendment to the Agreement  
Between  
Conextel, Inc.  
and  
BellSouth Telecommunications, Inc.  
Dated June 10, 2004**

Pursuant to this Amendment, (the "Amendment"), Conextel, Inc. ("Conextel"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated June 10, 2004 ("Agreement") to be effective thirty (30) days after the date of the last signature executing the Amendment.

WHEREAS, BellSouth and Conextel entered into the Agreement on June 10, 2004, 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:


1. 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 10, 2004, 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.

Signature Page

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

**BellSouth Telecommunications, Inc.**

**Conextel, Inc.**

By: 

By: 

Name: Kristen Rowe

Name: ANTONIO PITA

Title: Director

Title: PRESIDENT

Date: 12/7/04

Date: 12/1/04

UNBUNDLED NETWORK ELEMENTS - Alabama															
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 2		Exhibit: A	
						Rec	Nonrecurring		Nonrecurring Disconnect			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
										OSS Rates (\$)					
										SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
<b>UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES</b>															
<b>NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED</b>															
	2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service			UEPRX	URECC			0.10							

UNBUNDLED NETWORK ELEMENTS - Florida										Attachment: 2		Exhibit: A			
CATEGORY	RATE ELEMENTS	Inter	Zone	BCS	USOC	RATES (\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	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	
										SOMEK	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
<b>UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES</b>															
<b>NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED</b>															
	2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service			UEPRX	URECC	0.102									

UNBUNDLED NETWORK ELEMENTS - Georgia										Attachment: 2		Exhibit: A				
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	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
<b>UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES</b>																
<b>NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED</b>																
	2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service			UEPRX	URECC			0.10								

UNBUNDLED NETWORK ELEMENTS - Kentucky										Attachment: 2		Exhibit: A				
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	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
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
<b>UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES</b>																
<b>NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED</b>																
	2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service			UEPRX	URECC	0.10										

CATEGORY	RATE ELEMENTS	Interi	Zone	BCS	USOC	RATES (\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Exhibit A										
											Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)					
												First	Add'l	First	Add'l	SOMEK	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
<b>UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES</b>																					
<b>NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED</b>																					
	2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service			UEPRX	URECC	0.10															



UNBUNDLED NETWORK ELEMENTS - Mississippi										Attachment: 2		Exhibit: A			
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	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						
							First	Add'l	First	Add'l	SOMEc	SOMAN	SOMAN	SOMAN	SOMAN
<b>UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES</b>															
<b>NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED</b>															
	2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service			UEPRX	URECC		0.0988								

UNBUNDLED NETWORK ELEMENTS - North Carolina																
CATEGORY	RATE ELEMENTS	Inter	Zone	BCS	USOC	RATES (\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 2		Exhibit: A					
									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
<b>UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES</b>																
<b>NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED</b>																
	2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service			UEPRX	URECC	2.77										

UNBUNDLED NETWORK ELEMENTS - South Carolina																	
CATEGORY	RATE ELEMENTS	Interi	Zone	BCS	USOC	RATES (\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 2		Exhibit: A						
									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	SOMEK	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																	
NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED																	
	2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service			UEPRX	URECC	0.10											

UNBUNDLED NETWORK ELEMENTS - Tennessee															
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 2		Exhibit: A	
						Rec	Nonrecurring First	Add'l	Nonrecurring First			Disconnect Add'l	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
										OSS Rates (\$)					
										SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
<b>UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES</b>															
<b>NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED</b>															
	2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service			UEPRX	URECC		1.03				15.69				