

BellSouth Telecommunications, Inc.

Regulatory & External Affairs

150 South Monroe Street

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Marshall M. Criser III

Vice President

Regulatory & External Affairs

850 224 7798

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December 28, 2004

Mrs. Blanca S. Bayo

Director, Division of Commission Clerk and Administrative Services

Florida Public Service Commission

2540 Shumard Oak Boulevard

Tallahassee, Florida 32399

RECEIVED-FPSC
04 DEC 28 PM 4:36
COMMISSION
CLERK

Re: Approval of Amendment to the interconnection, unbundling, resale and collocation Agreement between BellSouth Telecommunications, Inc. ("BellSouth") and ALLTEL 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 ALLTEL 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 /RX
Regulatory Vice President

DOCUMENT NUMBER-DATE

13549 DEC 28 04

FPSC-COMMISSION CLERK

**Amendment to the Agreement
Between
ALLTEL Communications, Inc.
and
BellSouth Telecommunications, Inc.
Dated August 29, 2004**

Pursuant to this Amendment, (the "Amendment"), ALLTEL Communications, Inc. and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated August 29, 2004 ("Agreement") to be effective December 1, 2004 ("Effective Date").

WHEREAS, BellSouth and ALLTEL Communications, Inc. entered into the Agreement on August 29, 2004, 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 add the following to Exhibit F of Attachment 3:

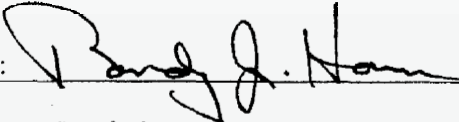
Central Florida Cellular Telephone Company

2. All of the other provisions of the Agreement, dated August 29, 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.

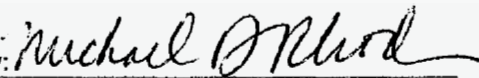
BellSouth Telecommunications, Inc.

By: 

Name: Randy J. Ham
Assistant Director -
Title: Wireless Interconnection

Date: 12-07-04

ALLTEL Communications, Inc.

By: 

Name: Michael D. Rhoda
Title: VP BUSINESS DEVELOPMENT

Date: 12-03-04