

ORIGINAL

BELLSOUTH

050073-TP

BellSouth Telecommunications, Inc.
150 South Monroe Street
Suite 400
Tallahassee, FL 32303-1556

Marshall.criser@bellsouth.com

Marshall M. Criser III
Vice President
Regulatory & External Affairs

850 224 7798
Fax 850 224 5073

January 28, 2005

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
JAN 28 PM 4:19
COMMISSION
CLERK

Re: Approval of Amendment to the interconnection, unbundling, resale and collocation Agreement between BellSouth Telecommunications, Inc. ("BellSouth") and NewSouth Communications, Corp.

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 NewSouth Communications, Corp.

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

DOCUMENT NUMBER-DATE

01053 JAN 28 05

FPSC-COMMISSION CLERK

**Amendment to the Agreement
Between
NewSouth Communications, Corp.
and
BellSouth Telecommunications, Inc.
Dated May 18, 2001**

Pursuant to this Amendment, (the "Amendment"), NewSouth Communications, Corp. ("NewSouth"), 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 18, 2001 ("Agreement") to be effective February 10, 2005.

WHEREAS, BellSouth and NewSouth entered into the Agreement on May 18, 2001, and;

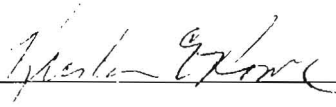
WHEREAS, both Parties agree that an initial New Installation of a 2-Wire Port/Loop Combination- Residence line provisioned at a Location where QuickServe is available on the line shall incur a QuickServe Non-Recurring Charge (NRC) at the NRC Currently Combined Conversion Rate set forth in the Agreement 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 May 18, 2001, 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: 1/13/05

NewSouth Communications, Corp.

By: 
Name: Jake E. Jennings
Title: VP, Regulatory Affairs
Date: 1/14/05

UNBUNDLED NETWORK ELEMENTS - Alabama										Attachment: 2		Exhibit: C			
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
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 - Florida															
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 2		Exhibit: C	
						Rec	Nonrecurring		Nonrecurring Disconnect			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 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
						First	Add'l	First	Add'l	SOME C	SOMAN	OSS Rates (\$)			
												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		0.102								

UNBUNDLED NETWORK ELEMENTS - Georgia																
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 2		Exhibit: C		
												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	
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 - Kentucky											Attachment: 2		Exhibit: C		
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	SOMEK	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 - Louisiana											Attachment: 2		Exhibit: C		
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
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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 - Mississippi																
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 2		Exhibit: C		
						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	
							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		0.0988									

UNBUNDLED NETWORK ELEMENTS - North Carolina											Attachment: 2		Exhibit: C			
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							OSS Rates (\$)
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																
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UNBUNDLED NETWORK ELEMENTS - South Carolina											Attachment: 2		Exhibit: C	
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	OSS Rates (\$)	
													Rec	Nonrecurring First
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											Attachment: 2		Exhibit: C		
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 First	Add'l	Nonrecurring First	Disconnect Add'l	SOME C	SOMAN	OSS Rates (\$)		
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		1.03					15.69			

UNBUNDLED NETWORK ELEMENTS - Alabama											Attachment: 2		Exhibit: C		
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		OSS Rates (\$)				
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
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UNBUNDLED NETWORK ELEMENTS - Florida										Attachment: 2		Exhibit: C			
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UNBUNDLED PORT/LOOP COMBINATIONS - MARKET 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		41.50								

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							First	Add'l	First	Add'l	SOMECS	SOMAN	SOMAN	SOMAN	SOMAN
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UNBUNDLED NETWORK ELEMENTS - Tennessee																	
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						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	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	
												QSS Rates (\$)					
												SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED PORT/LOOP COMBINATIONS - MARKET 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		41.50					15.69					