



BellSouth Telecommunications, Inc.
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Jerry D. Hendrix
Vice President
Regulatory Relations

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November 2, 2006

Mrs. Blanca S. Bayo
Director, Division of Commission Clerk and Administrative Services
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399

060713-TP

Re: Approval of Amendment to the interconnection, unbundling, resale and collocation Agreement between BellSouth Telecommunications, Inc. ("BellSouth") and SBC Long Distance, LLC dba SBC Long Distance dba AT&T Long Distance

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 SBC Long Distance, LLC dba SBC Long Distance dba AT&T Long Distance.

The underlying agreement was filed on October 5, 2006 in docket 060649-TP.

If you have any questions, please do not hesitate to call Robyn Holland at (850) 577-5551.

Very truly yours,


Regulatory Vice President

DOCUMENT NUMBER-DATE

10148 NOV-2 8

FPSC-COMMISSION CLERK

**SECOND AMENDMENT
TO THE
AGREEMENT BETWEEN
SBC LONG DISTANCE, LLC DBA SBC LONG DISTANCE
DBA AT&T LONG DISTANCE
AND
BELLSOUTH TELECOMMUNICATIONS, INC.
FLORIDA
DATED OCTOBER 5, 2006**

Pursuant to this Amendment, (the "Amendment"), SBC Long Distance, LLC dba SBC Long Distance dba AT&T Long Distance ("AT&T LD"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated October 5, 2006, ("Agreement") to be effective the date of the last signature executing the Amendment (Effective Date).

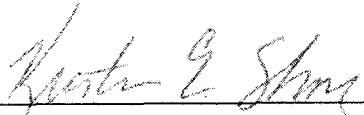
WHEREAS, BellSouth and AT&T LD entered into the Agreement on October 5, 2006, and;

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 Section 2.3.5.1 of Attachment 2 as follows:
 - 2.3.5.1 AT&T LD's existing HDSL capable loops as of the effective date of this Amendment will be grandfathered under the Agreement until the earlier of: (1) the date AT&T LD converts the existing HDSL capable loop to another service; or (2) the expiration/termination date of the Agreement. No new HDSL capable loops may be ordered in those wire centers that have been deemed as unimpaired.
2. All of the other provisions of the Agreement dated October 5, 2006 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. However, by doing so, the Parties are not waiving their right to oppose approval of this Amendment under Section 252(e)(2) or to seek judicial review of the rates contained herein.

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

BellSouth Telecommunications, Inc.

By: 

Name: Kristen E. Shore

Title: Director

Date: 10/13/06

**SBC Long Distance, LLC dba SBC
Long Distance dba AT&T Long
Distance**

By: 

Name: Joe Carrisalez

Title: Executive Director - Regulatory

Date: 10-11-06