

BellSouth Telecommunications, Inc. 150 South Monroe Street Suite 400 Tallahassee, Florida 32301

Jerry.Hendrix@bellsouth.com

Jerry D. Hendrix Vice President Regulatory Relations

Phone: (850) 577-5550 Fax (850) 224-5073

October 6, 2005

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

050736 -TP

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

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

Very truly yours,

Regulatory Vice President

Amendment to the Agreement Between Flatel, Inc. and BellSouth Telecommunications, Inc. Dated August 12, 2005

Pursuant to this Amendment, (the "Amendment"), Flatel, Inc. (FLATEL), 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 12, 2005 (Agreement) to be effective thirty (30) calendar days after the date of the last signature executing the Amendment (Effective Date).

WHEREAS, BellSouth and FLATEL entered into the Agreement on August 12, 2005, 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 element and rate for Loading of Operator Assistance per OCN (Regional) in Exhibit D of Attachment 1, 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 August 12, 2005, 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.	Fintel, Inc.
By: Arth Chr	Ву: 470///
Name: Kristen Rowe	Nemo: Abby Matari
Title: Director	Title: CEO
Date: 9/1/05	Date: 8-31-05

Version: Attachment I Amendment for OA Rate 08/25/05

[CCCS Amendment 2 of 11]

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EXHIBIT 1

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