



BellSouth Telecommunications, Inc.
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Tallahassee, Florida 32301

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Jerry D. Hendrix
Vice President
Regulatory Relations

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October 14, 2005

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

050874-TP

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

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 (ACI)

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

Very truly yours,

A handwritten signature in cursive script that reads "Jerry D. Hendrix".
Regulatory Vice President

DOCUMENT NUMBER-DATE

09958 OCT 14 05

FPSC-COMMISSION CLERK

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

Pursuant to this Amendment, (the "Amendment"), ALLTEL Communications, Inc. (ACI) ("ALLTEL"), 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 upon the date of the last signature executing the Amendment ("Effective Date").

WHEREAS, BellSouth and ALLTEL 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 rates to Exhibit A of Attachment 2, as set forth in Exhibit A of this Agreement attached hereto and incorporated herein by this reference.
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: Kristen E. Rowe

Name: Kristen Rowe

Title: Director

Date: 10/5/05

ALLTEL Communications, Inc. (ACI)

By: Michael D. Rhoda

Name: MICHAEL D. Rhoda

Title: VP - Wireline Wholesale & Regulatory

Date: 10-05-05

UNBUNDLED NETWORK ELEMENTS - Alabama														Attachment: 2 Exh 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 First	Nonrecurring Add'l	Nonrecurring Disconnect First	Nonrecurring Disconnect Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED EXCHANGE ACCESS LOOP																	
OTHER																	
		Unbundled Miscellaneous Rate Element Switch-As-Is Conversion Rate per UNE-Loop, Single LSR				UEA, UDL, USL, NTCVG, NTCUD, NTCD1	URES L		24.89	3.51							
		Unbundled Miscellaneous Rate Element Switch-As-Is Conversion Rate per UNE-Loop, Spreadsheet				UEA, UDL, USL, NTCVG, NTCUD, NTCD1	URES P		26.37	4.99							

UNBUNDLED NETWORK ELEMENTS - Florida													Attachment: 2 Exh A				
CATEGORY	RATE ELEMENTS		Interl m	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		
UNBUNDLED EXCHANGE ACCESS LOOP																	
	OTHER																
		Unbundled Miscellaneous Rate Element Switch-As-Is Conversion Rate per UNE-Loop, Single LSR			UEA, UDL, USL, NTCVG, NTCUD, NTCD1	URES L		24.97	3.52								
		Unbundled Miscellaneous Rate Element Switch-As-Is Conversion Rate per UNE-Loop, Spreadsheet			UEA, UDL, USL, NTCVG, NTCUD, NTCD1	URES P		26.46	5.01								

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 Exh 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
UNBUNDLED EXCHANGE ACCESS LOOP															
	OTHER														
	Unbundled Miscellaneous Rate Element Switch-As-Is Conversion Rate per UNE-Loop, Single LSR			UEA, UDL, USL, NTCVG, NTCUD, NTCD1	URES L		25.06	3.53							
	Unbundled Miscellaneous Rate Element Switch-As-Is Conversion Rate per UNE-Loop, Spreadsheet			UEA, UDL, USL, NTCVG, NTCUD, NTCD1	URES P		26.55	5.03							

UNBUNDLED NETWORK ELEMENTS - Kentucky														Attachment: 2 Exh A			
CATEGORY	RATE ELEMENTS			Interl m	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	SOMEK	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED EXCHANGE ACCESS LOOP																	
OTHER																	
		Unbundled Miscellaneous Rate Element Switch-As-Is Conversion Rate per UNE-Loop, Single LSR				UEA, UDL, USL, NTCVG, NTCUD, NTCD1	URES		24.96	3.52							
		Unbundled Miscellaneous Rate Element Switch-As-Is Conversion Rate per UNE-Loop, Spreadsheet				UEA, UDL, USL, NTCVG, NTCUD, NTCD1	URESP		26.44	5.01							

UNBUNDLED NETWORK ELEMENTS - Louisiana													Attachment: 2 Exh A			
CATEGORY	RATE ELEMENTS	Inter m	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	
UNBUNDLED EXCHANGE ACCESS LOOP																
	OTHER															
	Unbundled Miscellaneous Rate Element Switch-As-Is Conversion Rate per UNE-Loop, Single LSR			UEA, UDL, USL, NTCVG, NTCUD, NTCD1	URES L		24.98	3.52								
	Unbundled Miscellaneous Rate Element Switch-As-Is Conversion Rate per UNE-Loop, Spreadsheet			UEA, UDL, USL, NTCVG, NTCUD, NTCD1	URES P		26.47	5.01								

UNBUNDLED NETWORK ELEMENTS - Mississippi														Attachment: 2 Exh 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			OSS Rates(\$)					
							First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN	
UNBUNDLED EXCHANGE ACCESS LOOP																	
OTHER																	
	Unbundled Miscellaneous Rate Element Switch-As-Is Conversion Rate per UNE-Loop, Single LSR			UEA, UDL, USL, NTCVG, NTCUD, NTCDD	URES		25.01	3.53									
	Unbundled Miscellaneous Rate Element Switch-As-Is Conversion Rate per UNE-Loop, Spreadsheet			UEA, UDL, USL, NTCVG, NTCUD, NTCDD	URES		26.50	5.02									

UNBUNDLED NETWORK ELEMENTS - North Carolina														Attachment: 2 Exh A						
CATEGORY		RATE ELEMENTS	Inter m	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	SOMEK	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN			
UNBUNDLED EXCHANGE ACCESS LOOP																				
	OTHER																			
		Unbundled Miscellaneous Rate Element Switch-As-Is Conversion Rate per UNE-Loop, Single LSR			UEA, UDL, USL, NTCVG, NTCUD, NTCD1	URES		25.05	3.53											
		Unbundled Miscellaneous Rate Element Switch-As-Is Conversion Rate per UNE-Loop, Spreadsheet			UEA, UDL, USL, NTCVG, NTCUD, NTCD1	URESP		26.55	5.03											

UNBUNDLED NETWORK ELEMENTS - South Carolina														Attachment: 2 Exh 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						

UNBUNDLED NETWORK ELEMENTS - Tennessee											Attachment: 2 Exh 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 First	Add'l	Nonrecurring Disconnect First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED EXCHANGE ACCESS LOOP															
	OTHER														
	Unbundled Miscellaneous Rate Element Switch-As-Is Conversion Rate per UNE-Loop, Single LSR			UEA, UDL, USL, NTCVG, NTCUD, NTCD1	URES L		23.42	3.30							
	Unbundled Miscellaneous Rate Element Switch-As-Is Conversion Rate per UNE-Loop, Spreadsheet			UEA, UDL, USL, NTCVG, NTCUD, NTCD1	URES P		24.82	4.70							