

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

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August 28, 2006

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

060592-18

Re: Approval of Amendment to the Interconnection, unbundling, resale and collocation Agreement between BellSouth Telecommunications, Inc. ("BellSouth") and TelCove Investments, LLC and Telcove of Jacksonville, 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 TelCove Investments, LLC and Telcove of Jacksonville, Inc.

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

Very truly yours,

Regulatory Vice President

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Amendment to the Agreement Between TelCove Operations, Inc. and BellSouth Telecommunications, Inc. Dated March 30, 2006

Pursuant to this Amendment, (the "Amendment"), TelCove Operations, Inc. a Delaware corporation on behalf of itself and its certified operating affiliates identified in Part A of the Interconnection Agreement between the Parties dated March 30, 2006 (Agreement) (collectively referred to as TelCove), and BellSouth Telecommunications, Inc. (BellSouth), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Agreement to be effective thirty (30) calendar days after the date of the last signature executing the Amendment (Effective Date).

WHEREAS, BellSouth and TelCove entered into the Agreement on March 30, 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 hereby agree to incorporate into Exhibit B of Attachment 4 of the Agreement the new Physical Collocation and Virtual Collocation elements set forth in Exhibit 1, attached hereto and thereby incorporated into this Amendment.
- 2. All of the other provisions of the Agreement, dated March 30, 2006, 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.	TelCove Operations, Inc.
By: Lud 4 Shr	By: V
Name: Kristen E. Shore	Name: James Means
Title: Director	Title: Secretary
Date: 81 14/06	Date: 7/14/06
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Version: Generic Amendment Template XX/XX/XX

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