BellSouth Telecommunications, Inc
333 Commerce Street
Suite 2101
Nashville, TN 37201-3300

guy hicks@bellsouth com

Guy M Hicks
General Counsel

615 214 6301
Fax 615 214 7406

October 12, 2004

VIA HAND DELIVERY

Hon. Pat Miller
Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37238

Re *Approval of the Amendments to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc and NuVox Communications, Inc f/k/a Trivergent Communications, Inc Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*
Docket No. 04 00351

Dear Chairman Miller:

NuVox Communications, Inc. f/k/a Trivergent Communications, Inc and BellSouth Telecommunications, Inc are hereby submitting to the Tennessee Regulatory Authority the original and fourteen copies of the executed Amendments to the Interconnection Agreement dated June 30, 2000 The first Amendment replaces the language on Co-Carrier Cross Connects in the Agreement and the second Amendment adds Melded Tandem Switching to the Agreement

Thank you for your attention to this matter.

Sincerely yours,

Guy M Hicks

GMH/dt

Enclosure

cc. Hamilton E. Russell, III, Trivergent Communications, Inc
John J. Heitmann, Esquire, Attorney for Trivergent Communications, Inc
Don Baltimore, Esquire, Attorney for Trivergent Communications, Inc

#538118

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendments to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and NuVox Communications, Inc f/k/a Trivergent Communications, Inc Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. _____

PETITION FOR APPROVAL OF THE AMENDMENTS TO THE INTERCONNECTION AGREEMENT NEGOTIATED BETWEEN BELLSOUTH TELECOMMUNICATIONS, INC. AND NUVOX COMMUNICATIONS, INC. F/K/A TRIVERGENT COMMUNICATIONS, INC. PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, NuVox Communications, Inc. f/k/a Trivergent Communications, Inc. ("NuVox") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendments to the Interconnection Agreement dated June 30, 2000 (the "Amendments") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, NuVox and BellSouth state the following:

1. NuVox and BellSouth have successfully negotiated an agreement for interconnection of their networks, the unbundling of specific network elements offered by BellSouth and the resale of BellSouth's telecommunications services to NuVox The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on October 24, 2000.

2. The parties have recently negotiated two Amendments to the Agreement. The first Amendment replaces the language on Co-Carrier Cross Connects in the Agreement and the second Amendment adds Melded Tandem Switching to the Agreement.

3. Pursuant to Section 252(e) of the Telecommunications Act of 1996, NuVox and BellSouth are submitting their Amendments to the TRA for its consideration and approval. The Amendments provide that either or both of the parties are authorized to submit these Amendments to the TRA for approval.

4. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendments between BellSouth and NuVox within 90 days of their submission. The Act provides that the TRA may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity.

5. NuVox and BellSouth aver that the Amendments are consistent with the standards for approval.

6. Pursuant to Section 252(i) of the Act and FCC Order No. 04-164, BellSouth shall make the Agreement available upon the same terms and conditions contained therein.

NuVox and BellSouth respectfully request that the TRA approve the Amendments negotiated between the parties.

This 12th day of Oct, 2004.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC

By: _____

Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, Tennessee 37201-3300
(615) 214-6301
Attorney for BellSouth

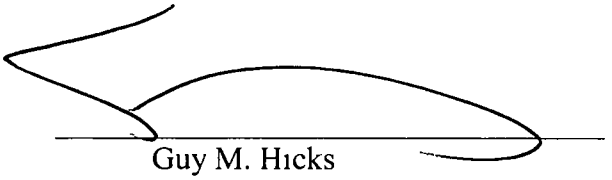
CERTIFICATE OF SERVICE

I, Guy M. Hicks, hereby certify that I have served a copy of the foregoing Petition for Approval of the Amendment to the Interconnection Agreement on the following via United States Mail, on the 12 day of Oct, 2004:

Hamilton E. Russell, III
Regional Vice President – Legal and Regulatory Affairs
NuVox Communications, Inc (formerly TriVergent)
301 North Main Street, Suite 500
Greenville, SC 29601

John J. Heitmann Esquire
Counsel to NuVox Communications, Inc.
Kelley Drye & Warren LLP
1200 19th Street, NW
Washington, DC 20036

Don Baltimore, Esquire
Farrar & Bates
211 Seventh Avenue North, Suite 420
Nashville, TN 37219-1823



Guy M. Hicks

Amendment
To the
Interconnection Agreement
Between
NuVox Communications, Inc.
and
BellSouth Telecommunications, Inc.
Dated June 30, 2000

Pursuant to this Amendment, (the "Amendment"), NuVox Communications, Inc. (NuVox), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated June 30, 2000 ("Agreement") to be effective thirty (30) calendar days after the date of the last signature executing the Amendment

WHEREAS, BellSouth and NuVox entered into the Agreement on June 30, 2000, 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 rate elements and USOCs contained in Exhibit 1 to Exhibit A of Attachment 4

2. The Parties agree to replace Sections 5 6 and 5 6 1 with the following:

   5 6 Co-Carrier Cross Connect (CCXC) CCXCs are cross connects between NuVox and another collocated telecommunications carrier other than BellSouth in the same Premises Where technically feasible, BellSouth will permit NuVox to interconnect directly between its virtual or physical collocation arrangements and those of another collocated telecommunications carrier within the same Premises via CCXCs and the associated cabling necessary to complete the interconnection consistent with FCC Rule 51 323 Both NuVox's agreement and the other collocated telecommunications carrier's agreement must contain rates, terms and conditions for CCXCs. BellSouth applicable charges will be imposed on the requesting telecommunications carrier NuVox is prohibited from using the Collocation Space for the sole or primary purpose of cross connecting to other collocated telecommunications carriers.

   5 6 1 NuVox may provision the CCXC using its own technicians, if certified as a BellSouth Certified Supplier, or contract with a BellSouth Certified Supplier to place the CCXC The CCXC shall be provisioned through facilities owned or leased by NuVox Such connections to other collocated telecommunications carriers may be made using either optical or electrical facilities (lit or dark) In cases where NuVox's equipment and the equipment of the other collocated telecommunications carrier are

located in contiguous caged Collocation Spaces, NuVox may use its own technicians to install CCXCs using either electrical or optical facilities (and associated patch cords, jumper cables, tie-pairs, etc) between the equipment of both collocated telecommunication carriers and construct a dedicated cable support structure, if needed, between the two (2) contiguous cages. NuVox shall deploy such optical or electrical connections directly between its own facilities and the facilities of another collocated telecommunications carrier without being routed through BellSouth's equipment NuVox shall not provision CCXC on any BellSouth distribution frame, POT (Point of Termination) Bay, DSX (Digital System Cross Connect), or LGX (Light Guide Cross Connect) NuVox is responsible for ensuring the integrity of the signal

5 6 2 The CCXC fees provided for in this Agreement shall not apply when BellSouth has installed fiber or copper/coax cable support structure prior to July 28, 2004 that has been paid in full by NuVox via nonrecurring CCXC charges. If NuVox has ordered a service that originates from its collocation space and terminates to another collocator's space in the same BellSouth Premises, which caused a BellSouth technician to jumper the two (2) collocation spaces together using NuVox specific connecting facility assignments (CFAs) provided by NuVox and the other collocator at a BellSouth frame, panel or existing POT bay (wherever the point of demarcation resides), then BellSouth will permit these cross connections to remain in-service as provisioned and at the rates at which they were provisioned ("grandfathered").

5 6 3 NuVox shall be responsible for providing a letter of authorization (LOA), with the application, to BellSouth from the other collocated telecommunications carrier to which it will be cross-connecting NuVox provisioned CCXC shall utilize common cable support structure. There will be a recurring charge per linear foot, per cable, of common cable support structure used In the case of two (2) contiguous caged collocation arrangements, NuVox may use its own technicians to construct the dedicated support structure between the two (2) collocation arrangements.

5 6 4 To request or self-provision CCXCs, NuVox must submit a Remote Site Application, an Initial Application or Subsequent Application to BellSouth If no modification to the Collocation Space is requested other than the placement of CCXCs, the Co-Carrier Cross Connect/Direct Connect Only Application Fee for CCXCs, as set forth in Exhibit A, will apply If modifications, in addition to the placement of CCXCs, are requested, the Initial Application or Subsequent Application Fee will apply as appropriate BellSouth will bill this nonrecurring fee on the date that it provides an Application Response to NuVox. If the CCXC is requested as part of an Initial Application, only the Initial Application Fee shall apply, plus any other applicable charges

5 6.5 If requested by NuVox, BellSouth will provision additional cable racking, if insufficient capacity is available to support NuVox's request to provision a CCXC itself

5 6.6 Direct Connect (DC) BellSouth will permit NuVox to interconnect directly between NuVox's virtual and/or physical collocation arrangements within the same Premises by utilizing a DC. NuVox must use a BellSouth Certified Supplier to place the DC The DC shall be provisioned through facilities owned by NuVox. In those cases where NuVox's virtual and/or physical collocation space is contiguous in the central office, NuVox will have the option of using NuVox's own technicians to deploy DC's using either electrical or optical facilities between the collocation spaces and constructing its own dedicated cable support structure. NuVox will deploy such optical or electrical connections directly between its own facilities without being routed through BellSouth equipment NuVox may not self-provision DC's on any BellSouth distribution frame, POT, DSX (Digital System Cross-connect) or LGX (Light Guide Cross-connect)

5 6 6.1 NuVox is responsible for ensuring the integrity of the signal NuVox-provisioned DC's shall utilize common cable support structure There will be a recurring charge per linear foot, and a nonrecurring charge per cable, of the actual common cable support structure used. In the case of two (2) contiguous collocation arrangements, NuVox will have the option of using NuVox's own technicians to construct its own dedicated support structure.

5 6 6.2 To request or self-provision DCs, NuVox must submit an Initial Application or Subsequent Application If no modification to the Collocation Space is requested other than the placement of DC's, the Co-Carrier Cross Connect/Direct Connect Only Application Fee for DC, as defined in Exhibit A, will apply If modifications in addition to the placement of DC's are requested, the Initial Application or Subsequent Application Fee will apply. This nonrecurring fee will be billed by BellSouth on the date that BellSouth provides an Application Response

3. All of the other provisions of the Agreement dated June 30, 2000 shall remain unchanged and in full force and effect.

4 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 Agreement the day and year written below.

BellSouth Telecommunications, Inc.

By _____

Name KRISTEN E. RAWE

Title DIRECTOR

Date 8/6/04

NuVox Communications, Inc.

By: _____

Name: HAMILTON E. RUSSELL, III

Title: VICE PRESIDENT - LEGAL AFFAIRS

Date. JULY 28, 2004

[CCCS Amendment 4 of 12]

UNBUNDLED NETWORK ELEMENTS - Alabama														Attachment 2		Exhibit 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
PHYSICAL COLLOCATION																	
		Physical Collocation - Co-Carrier Cross Connects/Direct Connect - Fiber Cable Support Structure per linear ft.			CLO	PE1ES	0 0011										
		Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Copper/Coax Cable Support Structure per lin ft			CLO	PE1DS	0 0016										
		Physical Collocation - Co-Carrier Cross Connects/Direct Connect Application Fee per application			CLO	PE1DT		584 22									
		Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Fiber Cable Support Structure per cable	I		CLO	PE1DU		535 37									
		Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Copper/Coax Cable Support Structure per cable	I		CLO	PE1DV		535 37									

UNBUNDLED NETWORK ELEMENTS - Florida													Attachment 2		Exhibit 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
PHYSICAL COLLOCATION																	
		Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Copper/Coax Cable Support Structure, per ln ft			CLO	PE1DS	0 0014										
		Physical Collocation - Co-Carrier Cross Connects/Direct Connect - Fiber Cable Support Structure per linear ft			CLO	PE1ES	0 001										
		Physical Collocation - Co-Carrier Cross Connects/Direct Connect Application Fee per application			CLO	PE1DT		584 11									
		Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Fiber Cable Support Structure per cable	I		CLO	PE1DU		535 54									
		Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Copper/Coax Cable Support Structure, per cable	I		CLO	PE1DV		535 54									

UNBUNDLED NETWORK ELEMENTS - Kentucky

CATEGORY		RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($)						Attachment 2		Exhibit A	
											Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs Electronic- 1st	Incremental Charge - Manual Svc Order vs Electronic- Add'l	Incremental Charge - Manual Svc Order vs Electronic- Disc 1st	Incremental Charge - Manual Svc Order vs Electronic- Disc Add'l
							Rec	Nonrecurring		Nonrecurring Disconnect			OSS Rates($)			
								First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL COLLOCATION																
		Physical Collocation - Co-Carrier Cross Connects/Direct Connect - Fiber Cable Support Structure_ per linear ft			CLO	PE1ES	0 0012									
		Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Copper/Coax Cable Support Structure_ per lin ft			CLO	PE1DS	0 0018									
		Physical Collocation - Co-Carrier Cross Connects/Direct Connect, Application Fee, per application			CLO	PE1DT		584 20								
		Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Fiber Cable Support Structure, per cable	I		CLO	PE1DU		535 55								
		Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Copper/Coax Cable Support Structure, per cable	I		CLO	PE1DV		535 55								

UNBUNDLED NETWORK ELEMENTS - Louisiana														Attachment 2		Exhibit 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
PHYSICAL COLLOCATION																	
		Physical Collocation - Co-Carrier Cross Connects/Direct Connect - Fiber Cable Support Structure per linear ft			CLO	PE1ES	0 001										
		Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Copper/Coax Cable Support Structure, per lin ft			CLO	PE1DS	0 0015										
		Physical Collocation - Co-Carrier Cross Connects/Direct Connect Application Fee, per application			CLO	PE1DT		583 30									
		Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Fiber Cable Support Structure, per cable	I		CLO	PE1DU		534 79									
		Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Copper/Coax Cable Support Structure, per cable	I		CLO	PE1DV		534 79									

UNBUNDLED NETWORK ELEMENTS - Mississippi

CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($)					Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment 2		Exhibit A	
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates($)		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	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL COLLOCATION																
	Physical Collocation - Co-Carrier Cross Connects/Direct Connect - Fiber Cable Support Structure, per linear ft			CLO	PE1ES	0 001										
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Copper/Coax Cable Support Structure, per lin ft			CLO	PE1DS	0 0015										
	Physical Collocation - Co-Carrier Cross Connects/Direct Connect Application Fee, per application			CLO	PE1DT		583 13									
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Fiber Cable Support Structure, per cable	I		CLO	PE1DU		534 65									
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Copper/Coax Cable Support Structure, per cable	I		CLO	PE1DV		534 65									

UNBUNDLED NETWORK ELEMENTS - North Carolina														Attachment 2		Exhibit 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
PHYSICAL COLLOCATION																	
		Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Copper/Coax Cable Support Structure per lin ft			CLO	PE1DS	0 0041										
		Physical Collocation - Co-Carrier Cross Connects/Direct Connect - Fiber Cable Support Structure per linear ft			CLO	PE1ES	0 0028										
		Physical Collocation - Co-Carrier Cross Connects/Direct Connect, Application Fee per application			CLO	PE1DT		583 66									
		Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Fiber Cable Support Structure per cable	I		CLO	PE1DU		532 72									
		Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Copper/Coax Cable Support Structure, per cable	I		CLO	PE1DV		532 72									

UNBUNDLED NETWORK ELEMENTS - South Carolina

CATEGORY		RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($)					Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment 2		Exhibit A	
							Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates($)					
								First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL COLLOCATION																	
		Physical Collocation - Co-Carrier Cross Connects/Direct Connect - Fiber Cable Support Structure per linear ft			CLO	PE1ES	0 001										
		Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Copper/Coax Cable Support Structure, per lin ft			CLO	PE1DS	0 0015										
		Physical Collocation - Co-Carrier Cross Connects/Direct Connect, Application Fee per application			CLO	PE1DT		584 42									
		Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Fiber Cable Support Structure per cable	I		CLO	PE1DU		536 56									
		Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Copper/Coax Cable Support Structure per cable	I		CLO	PE1DV		536 56									

UNBUNDLED NETWORK ELEMENTS - Tennessee														Attachment 2		Exhibit A	
CATEGORY		RATE ELEMENTS	Intenm	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
PHYSICAL COLLOCATION																	
		Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Copper/Coax Cable Support Structure per lin ft			CLO	PE1DS	0 0019										
		Physical Collocation - Co-Carrier Cross Connects/Direct Connect - Fiber Cable Support Structure per linear ft			CLO	PE1ES	0 0013										
		Physical Collocation - Co-Carrier Cross Connects/Direct Connect, Application Fee per application			CLO	PE1DT		585 09									
		Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Fiber Cable Support Structure per cable	I		CLO	PE1DU		555 03									
		Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Copper/Coax Cable Support Structure, per cable	I		CLO	PE1DV		555 03									

Amendment to the Agreement
Between
NuVox Communications, Inc. (fka Trivergent Communications, Inc.)
and
BellSouth Telecommunications, Inc.
Dated June 30, 2000

Pursuant to this Amendment, (the "Amendment"), NuVox Communications, Inc (fka Trivergent Communications, Inc) (NuVox), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated June 30, 2000("Agreement") to be effective thirty (30) calendar days after the date of the last signature executing the Amendment.

WHEREAS, BellSouth and NuVox entered into the Agreement on June 30, 2000, 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 following provision to Attachment 2, Section 9 1 and the associated rates as set forth in Exhibit 1 of this Amendment, attached hereto and incorporated herein by this reference

9 1 1 Where NuVox utilizes portions of the BellSouth network in originating or terminating traffic, the Tandem Switching rates are applied in call scenarios where the Tandem Switching Network Element has been utilized Because switch recordings cannot accurately indicate on a per call basis when the Tandem Switching Network Element has been utilized for an interoffice call originating from a UNE port and terminating to a BellSouth, Independent Company or Facility-Based CLEC office, BellSouth has developed, based upon call studies, a melded rate that takes into account the average percentage of calls that utilize Tandem Switching in these scenarios. BellSouth shall apply the melded Tandem Switching rate for every call in these scenarios BellSouth shall utilize the melded Tandem Switching Rate until BellSouth has the capability to measure actual Tandem Switch usage in each call scenario specifically mentioned above, at which point the rate for the actual Tandem Switch usage shall apply. The UNE Call Flows applicable to UNE-P set forth on BellSouth's website at http //interconnection bellsouth com/guides/unedocs/2wireVGrdULPSComb pdf illustrate when the full or melded Tandem Switching rates apply for specific scenarios

2 All of the other provisions of the Agreement, dated June 30, 2000, 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 Agreement the day and year written below.

BellSouth Telecommunications, Inc.

By: _____

Name: KAISTEN E. ROWÉ

Title: DIRECTOR

Date: 8/23/04

NuVox Communications, Inc. (fka Trivergent Communications, Inc.)

By: _____

Name. HAMILTON E. RUSSELL, III

Title: VICE PRESIDENT - LEGAL AFFAIRS

Date: August 17, 2004

[CCCS Amendment 2 of 11]

UNBUNDLED NETWORK ELEMENTS - Alabama

CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES ($)					Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment 2		Exhibit C	
						Rec	Nonrecurring		Nonrecurring Disconnect				Incremental Charge - Manual Svc Order vs Electronic- 1st	Incremental Charge - Manual Svc Order vs Electronic- Add'l	Incremental Charge - Manual Svc Order vs Electronic- Disc 1st	Incremental Charge - Manual Svc Order vs Electronic- Disc Add'l
							First	Add'l	First	Add'l	SOMEC	SOMAN	OSS Rates ($)			
													SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE																
	Tandem Switching (Port Usage) (Local or Access Tandem)															
	Tandem Switching Function Per MOU (Melded)					0 000040993										
	Tandem Trunk Port - Shared, Per MOU (Melded)					0 000086947										
	Melded Factor 43 15% of the Tandem Rate															

UNBUNDLED NETWORK ELEMENTS - Florida

CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES ($)					Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment 2 Incremental Charge - Manual Svc Order vs Electronic-1st	Attachment 2 Incremental Charge - Manual Svc Order vs Electronic-Add'l	Exhibit C Incremental Charge - Manual Svc Order vs Electronic-Disc 1st	Exhibit C Incremental Charge - Manual Svc Order vs Electronic-Disc Add'l
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates ($)					
							First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE																
	Tandem Switching (Port Usage) (Local or Access Tandem)															
		Tandem Switching Function Per MOU (Melded)				0 000027185										
		Tandem Trunk Port - Shared, Per MOU (Melded)				0 000048434										
		Melded Factor 20 61% of the Tandem Rate														

UNBUNDLED NETWORK ELEMENTS - Georgia																	
														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	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE																	
	Tandem Switching (Port Usage) (Local or Access Tandem)																
		Tandem Switching Function Per MOU (Melded)					0 000017904										
		Tandem Trunk Port - Shared, Per MOU (Melded)					0 00002868										
		Melded Factor 18 42% of the Tandem Rate															

UNBUNDLED NETWORK ELEMENTS - Kentucky																	
														Attachment 2		Exhibit C	
CATEGORY		RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES ($)					Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs Electronic- 1st	Incremental Charge - Manual Svc Order vs Electronic- Add'l	Incremental Charge - Manual Svc Order vs Electronic- Disc 1st	Incremental Charge - Manual Svc Order vs Electronic- Disc Add'l
							Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates ($)					
								First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE																	
	Tandem Switching (Port Usage) (Local or Access Tandem)																
		Tandem Switching Function Per MOU (Melded)					0 000094381										
		Tandem Trunk Port - Shared, Per MOU (Melded)					0 000117538										
		Melded Factor 48 65% of the Tandem Rate															

UNBUNDLED NETWORK ELEMENTS - Louisiana																	
													Attachment 2		Exhibit C		
CATEGORY		RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES ($)					Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs Electronic-1st	Incremental Charge - Manual Svc Order vs Electronic-Add'l	Incremental Charge - Manual Svc Order vs Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs Electronic-Disc Add'l
							Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates ($)					
								First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE																	
	Tandem Switching (Port Usage) (Local or Access Tandem)																
		Tandem Switching Function Per MOU (Melded)					0 000035296										
		Tandem Trunk Port - Shared, Per MOU (Melded)					0 000073438										
		Melded Factor 33 08% of the Tandem Rate															

UNBUNDLED NETWORK ELEMENTS - Mississippi																	
														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	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE																	
	Tandem Switching (Port Usage) (Local or Access Tandem)																
		Tandem Switching Function Per MOU (Melded)					0 000063441										
		Tandem Trunk Port - Shared, Per MOU (Melded)					0 000067307										
		Melded Factor 36 82% of the Tandem Rate															

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	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE																	
	Tandem Switching (Port Usage) (Local or Access Tandem)																
		Tandem Switching Function Per MOU (Melded)					0 00024618										
		Tandem Trunk Port - Shared, Per MOU (Melded)					0 00012309										
		Melded Factor 41 03% of the Tandem Rate															

UNBUNDLED NETWORK ELEMENTS - South Carolina																		
CATEGORY		RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES ($)					Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment 2		Exhibit C	
														Incremental Charge - Manual Svc Order vs Electronic- 1st	Incremental Charge - Manual Svc Order vs Electronic- Add'l	Incremental Charge - Manual Svc Order vs Electronic- Disc 1st	Incremental Charge - Manual Svc Order vs Electronic- Disc Add'l
							Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates ($)					
								First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE																	
	Tandem Switching (Port Usage) (Local or Access Tandem)																
		Tandem Switching Function Per MOU (Melded)					0 00004951										
		Tandem Trunk Port - Shared, Per MOU (Melded)					0 000086749										
		Melded Factor 30 30% of the Tandem Rate															

UNBUNDLED NETWORK ELEMENTS - Tennessee																	
														Attachment 2		Exhibit C	
CATEGORY		RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES ($)					Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs Electronic-1st	Incremental Charge - Manual Svc Order vs Electronic-Add'l	Incremental Charge - Manual Svc Order vs Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs Electronic-Disc Add'l
							Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates ($)					
								First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE																	
	Tandem Switching (Port Usage) (Local or Access Tandem)																
		Tandem Switching Function Per MOU (Melded)					0 000380364										
		Melded Factor 38 90% of the Tandem Rate															