Amendment to the Agreement Between ACCESS Integrated Networks, Inc. and BellSouth Telecommunications, Inc. Dated October 10, 2004

Pursuant to this Amendment, (the "Amendment"), ACCESS Integrated Networks, Inc. ("ACCESS Integrated"), 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 10, 2004("Agreement") to be effective 30 days after the date of the last signature executing the Amendment.

WHEREAS, BellSouth and ACCESS Integrated entered into the Agreement on October 10, 2004, and;

WHEREAS, both Parties agree that an initial New Installation of a 2-Wire Port/Loop Combination- Residence line provisioned at a Location where QuickServe is available on the line shall incur a QuickServe Non-Recurring Charge (NRC) at the NRC Currently Combined Conversion Rate set forth in the Agreement and that any initial New Installation of a 2-Wire Port/Loop Combination - Residence line provisioned at a location where QuickServe is not available, shall incur the Not Currently Combined NRC, First and Additional rates set forth in the Agreement;

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 incorporate into Attachment 2 of the Agreement the rates and USOCs 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 October 10, 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.

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

BellSouth Telecommunications, Inc. By: n Name: Kristen Rowe

Title: Director Date: 164

ACCESS Integrated Networks, Inc.

ARO By:

VINCENT M. ODDi Name:

Pres + CEO Title: 130/04 _____ $\left| n \right|$ Date:

Version: QuickServe Amendment - Standard ICA 09/29/04

[CCCS Amendment 2 of 11]

| UNE | BUNE | DLED N | IETWORK ELEMENTS - Alabama | | | | | | | | | | | | Attach | ment: 2 | Exhi | bit: A |
|-----|---|--------|--|--------|------|-----|------|-----|--------|------------|--------------|------------|-----------|-----------|-------------|-------------|-------------|-------------|
| | | | | | | | | | | | | | Svc Order | Svc Order | Incremental | Incremental | Incremental | Incremental |
| | | | | | | | | | | | | | Submitted | Submitted | Charge - | Charge - | Charge - | Charge - |
| | | | | Interi | | | | | | | | | Elec | Manually | Manual Svc | Manual Svc | Manual Svc | Manual Svc |
| CAT | rego | ORY | RATE ELEMENTS | m | Zone | BCS | USOC | | | RATES (\$) | | | per LSR | per LSR | Order vs. | Order vs. | Order vs. | Order vs. |
| | | | | | | | | | | | | | | | Electronic- | Electronic- | Electronic- | Electronic- |
| | | | | | | | | | | | | | | 1st | Add'l | Disc 1st | Disc Add'l | |
| | Т | | | | | | | D | Nonrec | urring | Nonrecurring | Disconnect | | | OSS | Rates (\$) | 1 | |
| | | | | | | | | Rec | First | Add'l | First | Add'l | SOMEC | SOMAN | SOMAN | SOMAN | SOMAN | SOMAN |
| | | | | | | | | | | | | | | | | | | |
| UNE | BUND | DLED P | ORT/LOOP COMBINATIONS - COST BASED RATES | | | | | | | | | | | | | | | |
| | ١ | NONRE | CURRING CHARGES (NRCs) - CURRENTLY COMBINED | | | | | | | | | | | | | | | |
| | | | 2-Wire Voice Grade Loop / Line Port Platform - Installation | | | | | | | | | | | | | | | |
| | | | Charge at QuickService location - Not Conversion of Existing | | | | | | | | | | | | | | | |
| | Charge at QuickService location - Not Conversion of Existing Service UEPRX URECC | | | | | | | | 0.10 | | | | | | | | | |

| UNBU | | ETWORK ELEMENTS - Florida | | | | | | | | | | | | Attach | ment: 2 | Exhi | bit: A |
|-------|---------|--|--------|------|-------|-------|-----|--------|------------|--------------|--------------|-----------|-----------|-------------|-------------|-------------|-------------|
| | | | | | | | | | | | | Svc Order | Svc Order | Incremental | Incremental | Incremental | Incremental |
| | | | | | | | | | | | | Submitted | Submitted | Charge - | Charge - | Charge - | Charge - |
| | | | Interi | | | | | | | | | Elec | Manually | Manual Svc | Manual Svc | Manual Svc | Manual Svc |
| CATEO | GORY | RATE ELEMENTS | m | Zone | BCS | USOC | | | RATES (\$) | | | per LSR | per LSR | Order vs. | Order vs. | Order vs. | Order vs. |
| | | | | | | | | | | | | | | Electronic- | Electronic- | Electronic- | Electronic- |
| | | | | | | | | | | | | | | 1st | Add'l | Disc 1st | Disc Add'l |
| | 1 | | | | | | Bee | Nonree | curring | Nonrecurring | g Disconnect | | | OSS | Rates (\$) | | |
| | | | | | | | Rec | First | Add'l | First | Add'l | SOMEC | SOMAN | SOMAN | SOMAN | SOMAN | SOMAN |
| | | | | | | | | | | | | | | | | | |
| UNBU | NDLED F | PORT/LOOP COMBINATIONS - COST BASED RATES | | | | | | | | | | | | | | | |
| | NONRE | CURRING CHARGES (NRCs) - CURRENTLY COMBINED | | | | | | | | | | | | | | | |
| | | 2-Wire Voice Grade Loop / Line Port Platform - Installation | | | | | | | | | | | | | | | |
| | | Charge at QuickService location - Not Conversion of Existing | | | | | | | | | | | | | | | |
| | | Service | | | UEPRX | URECC | | 0.102 | | | | | | | | | |
| | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | |

| UNBU | | NETWORK ELEMENTS - Georgia | | | | | | | | | | | | Attach | ment: 2 | Exhi | bit: A |
|------|----------|--|--------|--------|---------|--------------|------------|-------|------------|-----------|------------|-----------|-----------|-------------|-------------|-------------|-------------|
| | | | | | | | | | | | | Svc Order | Svc Order | Incremental | Incremental | Incremental | Incremental |
| | | | | | | | | | | Submitted | Submitted | Charge - | Charge - | Charge - | Charge - | | |
| | | | Interi | | | | | | | | | Elec | Manually | Manual Svc | Manual Svc | Manual Svc | Manual Svc |
| CATE | GORY | RATE ELEMENTS | m | Zone | BCS | USOC | | | RATES (\$) | | | per LSR | per LSR | Order vs. | Order vs. | Order vs. | Order vs. |
| | | | | | | | | | | | | | | Electronic- | Electronic- | Electronic- | Electronic- |
| | | | | | | | | | | | | | | 1st | Add'l | Disc 1st | Disc Add'l |
| | | | _ | Nonred | curring | Nonrecurring | Disconnect | | | OSS | Rates (\$) | | | | | | |
| | R | | | | | | | First | Add'l | First | Add'l | SOMEC | SOMAN | SOMAN | SOMAN | SOMAN | SOMAN |
| | | | | | | | | | | | | | | | | | |
| UNBU | INDLED F | PORT/LOOP COMBINATIONS - COST BASED RATES | | | | | | | | | | | | | | | |
| | NONRE | ECURRING CHARGES (NRCs) - CURRENTLY COMBINED | | | | | | | | | | | | | | | |
| | | 2-Wire Voice Grade Loop / Line Port Platform - Installation | | | | | | | | | | | | | | | |
| | | Charge at QuickService location - Not Conversion of Existing | | | | | | | | | | | | | | | |
| | | Service | | | UEPRX | URECC | | 0.10 | | | | | | | | | |
| | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | |

| UNE | BUNE | DLED N | ETWORK ELEMENTS - Kentucky | | | | | | | | | | | | Attach | ment: 2 | Exhi | bit: A |
|-----|---|--------|--|--------|------|-----|------|-----|--------|------------|--------------|------------|-----------|-----------|-------------|-------------|-------------|-------------|
| | | | | | | | | | | | | | Svc Order | Svc Order | Incremental | Incremental | Incremental | Incremental |
| | | | | | | | | | | | | | Submitted | Submitted | Charge - | Charge - | Charge - | Charge - |
| | | | | Interi | | | | | | | | | Elec | Manually | Manual Svc | Manual Svc | Manual Svc | Manual Svc |
| CAT | EGC | ORY | RATE ELEMENTS | m | Zone | BCS | USOC | | | RATES (\$) | | | per LSR | per LSR | Order vs. | Order vs. | Order vs. | Order vs. |
| | | | | | | | | | | | | | | | Electronic- | Electronic- | Electronic- | Electronic- |
| | | | | | | | | | | | | | | 1st | Add'l | Disc 1st | Disc Add'l | |
| | Т | | | | | | | D | Nonrec | urring | Nonrecurring | Disconnect | | | OSS | Rates (\$) | 1 | |
| | | | | | | | | Rec | First | Add'l | First | Add'l | SOMEC | SOMAN | SOMAN | SOMAN | SOMAN | SOMAN |
| | | | | | | | | | | | | | | | | | | |
| UNE | BUND | DLED P | ORT/LOOP COMBINATIONS - COST BASED RATES | | | | | | | | | | | | | | | |
| | Ν | NONRE | CURRING CHARGES (NRCs) - CURRENTLY COMBINED | | | | | | | | | | | | | | | |
| | | | 2-Wire Voice Grade Loop / Line Port Platform - Installation | | | | | | | | | | | | | | | |
| | | | Charge at QuickService location - Not Conversion of Existing | | | | | | | | | | | | | | | |
| | Charge at QuickService location - Not Conversion of Existing Service UEPRX URECC | | | | | | | | 0.10 | | | | | | | | | |

| UNB | JNDLED I | NETWORK ELEMENTS - Louisiana | | | | | | | | | | | | Attach | ment: 2 | Exhi | bit: A |
|------|----------|--|--------|--------|--------|--------------|------------|-------|-------|-----------|------------|-----------|-----------|-------------|-------------|-------------|-------------|
| | | | | | | | | | | | | Svc Order | Svc Order | Incremental | Incremental | Incremental | Incremental |
| | | | | | | | | | | Submitted | Submitted | Charge - | Charge - | Charge - | Charge - | | |
| | | | Interi | Zone | | | | | | | | Elec | Manually | Manual Svc | Manual Svc | Manual Svc | Manual Svc |
| CATI | GORY | RATE ELEMENTS | BCS | USOC | | | RATES (\$) | | | per LSR | per LSR | Order vs. | Order vs. | Order vs. | Order vs. | | |
| | | | m | | | | | | | | | | | Electronic- | Electronic- | Electronic- | Electronic- |
| | | | | | | | | | | | | | | 1st | Add'l | Disc 1st | Disc Add'l |
| | | | D | Nonred | urring | Nonrecurring | Disconnect | | | OSS | Rates (\$) | 1 | | | | | |
| | R | | | | | | | First | Add'l | First | Add'l | SOMEC | SOMAN | SOMAN | SOMAN | SOMAN | SOMAN |
| | | | | | | | | | | | | | | | | | |
| UNB | JNDLED I | PORT/LOOP COMBINATIONS - COST BASED RATES | | | | | | | | | | | | | | | |
| | NONR | ECURRING CHARGES (NRCs) - CURRENTLY COMBINED | | | | | | | | | | | | | | | |
| | | 2-Wire Voice Grade Loop / Line Port Platform - Installation | | | | | | | | | | | | | | | |
| | | Charge at QuickService location - Not Conversion of Existing | | | | | | | | | | | | | | | |
| | | Service | | | UEPRX | URECC | | 0.10 | | | | | | | | | |
| | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | |

| UN | BUN | DLED N | ETWORK ELEMENTS - Mississippi | | | | | | | | | | | | Attach | ment: 2 | Exhi | bit: A |
|----|------|--------|--|--------|------|-------|-------|-----|--------|------------|--------------|------------|-----------|-----------|-------------|-------------|-------------|-------------|
| | | | | | | | | | | | | | Svc Order | Svc Order | Incremental | Incremental | Incremental | Incremental |
| | | | | | | | | | | | | | Submitted | Submitted | Charge - | Charge - | Charge - | Charge - |
| | | | | Interi | | | | | | | | | Elec | Manually | Manual Svc | Manual Svc | Manual Svc | Manual Svc |
| CA | TEGO | ORY | RATE ELEMENTS | m | Zone | BCS | USOC | | | RATES (\$) | | | per LSR | per LSR | Order vs. | Order vs. | Order vs. | Order vs. |
| | | | | | | | | | | | | | | | Electronic- | Electronic- | Electronic- | Electronic- |
| | | | | | | | | | | | | | | | 1st | Add'l | Disc 1st | Disc Add'l |
| - | Т | | | | | | | | | urrina | Nonrecurring | Disconnect | | | OSS | Rates (\$) | | I |
| | | | | | | | | Rec | First | Add'l | First | Add'l | SOMEC | SOMAN | SOMAN | SOMAN | SOMAN | SOMAN |
| | | | | | | | | | | | | | 1 | | | | | |
| UN | BUNI | DLED P | ORT/LOOP COMBINATIONS - COST BASED RATES | | | | | | | | | | | | | | | |
| | 1 | NONRE | CURRING CHARGES (NRCs) - CURRENTLY COMBINED | | | | | | | | | | | | | | | |
| | | | 2-Wire Voice Grade Loop / Line Port Platform - Installation | | | | | | | | | | | | | | | |
| | | | Charge at QuickService location - Not Conversion of Existing | | | | | | | | | | | | | | | |
| | | | Service | | | UEPRX | URECC | | 0.0988 | | | | | | | | | |

| UNBU | | ETWORK ELEMENTS - North Carolina | | | | | | | | | | | | Attach | ment: 2 | Exhi | ibit: A |
|------|---------|--|--------|------|-------|-------|-----|--------|------------|--------------|--------------|-----------|-----------|-------------|-------------|-------------|-------------|
| | | | | | | | | | | | | Svc Order | Svc Order | Incremental | Incremental | Incremental | Incremental |
| | | | | | | | | | | | | Submitted | Submitted | Charge - | Charge - | Charge - | Charge - |
| | | | Interi | | | | | | | | | Elec | Manually | Manual Svc | Manual Svc | Manual Svc | Manual Svc |
| CATE | GORY | RATE ELEMENTS | m | Zone | BCS | USOC | | | RATES (\$) | | | per LSR | per LSR | Order vs. | Order vs. | Order vs. | Order vs. |
| | | | | | | | | | | | | | | Electronic- | Electronic- | Electronic- | Electronic- |
| | | | | | | | | | | | | | | 1st | Add'l | Disc 1st | Disc Add'l |
| | | | | | | | Rec | Nonrec | urring | Nonrecurring | g Disconnect | | | OSS | Rates (\$) | | <u> </u> |
| | | | | | | | Rec | First | Add'l | First | Add'l | SOMEC | SOMAN | SOMAN | SOMAN | SOMAN | SOMAN |
| | | | | | | | | | | | | | | | | | |
| UNBU | NDLED F | ORT/LOOP COMBINATIONS - COST BASED RATES | | | | | | | | | | | | | | | |
| | NONRE | CURRING CHARGES (NRCs) - CURRENTLY COMBINED | | | | | | | | | | | | | | | |
| | | 2-Wire Voice Grade Loop / Line Port Platform - Installation | | | | | | | | | | | | | | | |
| | | Charge at QuickService location - Not Conversion of Existing | | | | | | | | | | | | | | | |
| | | Service | | | UEPRX | URECC | | 2.77 | | | | | | | | | |
| | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | |

| UN | NBUN | IDLED N | ETWORK ELEMENTS - South Carolina | | | | | | | | | | | | Attach | ment: 2 | Exhi | bit: A |
|----|------|--|--|--------|------|-------|-------|-----|--------|------------|--------------|--------------|-----------|-----------|-------------|-------------|-------------|-------------|
| | | | | | | | | | | | | | Svc Order | Svc Order | Incremental | Incremental | Incremental | Incremental |
| | | | | | | | | | | | | | Submitted | Submitted | Charge - | Charge - | Charge - | Charge - |
| | | | | Interi | | | | | | | | | Elec | Manually | Manual Svc | Manual Svc | Manual Svc | Manual Svc |
| CA | ATEG | ORY | RATE ELEMENTS | m | Zone | BCS | USOC | | | RATES (\$) | | | per LSR | per LSR | Order vs. | Order vs. | Order vs. | Order vs. |
| | | | | | | | | | | | | | | | Electronic- | Electronic- | Electronic- | Electronic- |
| | | | | | | | | | | | | | | | 1st | Add'l | Disc 1st | Disc Add'l |
| - | 1 | | | | | | | - | Nonrec | urrina | Nonrecurring | a Disconnect | | | OSS | Rates (\$) | 1 | |
| | | | | | | | | Rec | First | Add'l | First | Add'l | SOMEC | SOMAN | SOMAN | SOMAN | SOMAN | SOMAN |
| | | | | | | | | | | | | | | | | | | |
| UN | NBUN | IDLED P | ORT/LOOP COMBINATIONS - COST BASED RATES | | | | | | | | | | | | | | | |
| | | NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED | | | | | | | | | | | | | | | | |
| | | | 2-Wire Voice Grade Loop / Line Port Platform - Installation | | | | | | | | | | | | | | | |
| | | | Charge at QuickService location - Not Conversion of Existing | | | | | | | | | | | | | | | |
| | | | Service | | | UEPRX | URECC | | 0.10 | | | | | | | | | |

| UNBU | | ETWORK ELEMENTS - Tennessee | | | | | | | | | | | | Attach | ment: 2 | Exhi | bit: A |
|------|---------|--|--------|------|-------|-------|-----|--------------|------------|--------------|--------------|-----------|-----------|-------------|-------------|-------------|-------------|
| | | | | | | | | | | | | Svc Order | Svc Order | Incremental | Incremental | Incremental | Incremental |
| | | | | | | | | | | | | Submitted | Submitted | Charge - | Charge - | Charge - | Charge - |
| | | | Interi | | | | | | | | | Elec | Manually | Manual Svc | Manual Svc | Manual Svc | Manual Svc |
| CATE | GORY | RATE ELEMENTS | m | Zone | BCS | USOC | | | RATES (\$) | | | per LSR | per LSR | Order vs. | Order vs. | Order vs. | Order vs. |
| | | | | | | | | | | | | | | Electronic- | Electronic- | Electronic- | Electronic- |
| | | | | | | | | | | | | | | 1st | Add'l | Disc 1st | Disc Add'l |
| | 1 | | | | | | Rec | Nonrecurring | | Nonrecurring | g Disconnect | | 1 | OSS | Rates (\$) | | · |
| | | | | | | | Rec | First | Add'l | First | Add'l | SOMEC | SOMAN | SOMAN | SOMAN | SOMAN | SOMAN |
| | | | | | | | | | | | | | | | | | |
| UNBU | NDLED F | ORT/LOOP COMBINATIONS - COST BASED RATES | | | | | | | | | | | | | | | |
| | NONRE | CURRING CHARGES (NRCs) - CURRENTLY COMBINED | | | | | | | | | | | | | | | |
| | | 2-Wire Voice Grade Loop / Line Port Platform - Installation | | | | | | | | | | | | | | | |
| | | Charge at QuickService location - Not Conversion of Existing | | | | | | | | | | | | | | | |
| | | Service | | | UEPRX | URECC | | 1.03 | | | | | 15.69 | | | | |
| | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | |