

**Amendment to the Agreement
Between
Momentum Business Solutions, Inc.
and
BellSouth Telecommunications, Inc.
Dated June 12, 2002**

Pursuant to this Amendment, (the "Amendment"), Momentum Business Solutions, Inc. (Momentum), 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 12, 2002, ("Agreement") to be effective thirty (30) calendar days after the date of the last signature executing the Amendment.

WHEREAS, BellSouth and Momentum entered into the Agreement on June 12, 2002, 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 4.3 and the associated rates as set forth in Exhibit 1 of this Amendment, attached hereto and incorporated herein by this reference.

4.3.1.1 Where Momentum 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 set forth on BellSouth's website, as amended from time to time and incorporated herein by this reference, illustrate when the full or melded Tandem Switching rates apply for specific scenarios.

2. All of the other provisions of the Agreement, dated June 12, 2002, 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 Agreement the day and year written below.

BellSouth Telecommunications, Inc.

By: [Signature]

Name: Kristen E. Rowe

Title: Director

Date: 05/10/04

Momentum Business Solutions, Inc.

By: [Signature]

Name: ALAN L. Creighton

Title: President + CEO

Date: 5/5/04



TRO BSI Amendment Version 1

[CCCS Amendment 2 of 11]

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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
The "Zone" shown in the sections for stand-alone loops or loops as part of a combination refers to Geographically Deaveraged UNE Zones. To view Geographically Deaveraged UNE Zone Designations by Central Office, refer to internet Website: http://www.interconnection.bellsouth.com/become_a_clec/html/interconnection.htm																
OPERATIONAL SUPPORT SYSTEMS (OSS) - "REGIONAL RATES"																
NOTE: (1) CLEC should contact its contract negotiator if it prefers the "state specific" OSS charges as ordered by the State Commissions. The OSS charges currently contained in this rate exhibit are the BellSouth "regional" service ordering charges. CLEC may elect either the state specific Commission ordered rates for the service ordering charges, or CLEC may elect the regional service ordering charge, however, CLEC can not obtain a mixture of the two regardless if CLEC has a interconnection contract established in each of the 9 states.																
NOTE: (2) Any element that can be ordered electronically will be billed according to the SOMEc rate listed in this category. Please refer to BellSouth's Local Ordering Handbook (LOH) to determine if a product can be ordered electronically. For those elements that cannot be ordered electronically at present per the LOH, the listed SOMEc rate in this category reflects the charge that would be billed to a CLEC once electronic ordering capabilities come on-line for that element. Otherwise, the manual ordering charge, SOMAN, will be applied to a CLECs bill when it submits an LSR to BellSouth.																
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															
	Common Transport - Facilities Termination Per MOU					0.0003224										
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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
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UNBUNDLED LOCAL SWITCHING, PORT USAGE																			
Tandem Switching (Port Usage) (Local or Access Tandem)																			
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UNBUNDLED NETWORK ELEMENTS - Georgia											Attachment: 2		Exhibit: A						
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										Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)				
											First	Add'l	First	Add'l	SOMEc	SOMAN	SOMAN	SOMAN	SOMAN
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UNBUNDLED LOCAL SWITCHING, PORT USAGE																			
Tandem Switching (Port Usage) (Local or Access Tandem)																			

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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
The "Zone" shown in the sections for stand-alone loops or loops as part of a combination refers to Geographically Deaveraged UNE Zones. To view Geographically Deaveraged UNE Zone Designations by Central Office, refer to internet Website: http://www.interconnection.bellsouth.com/become_a_clec/html/interconnection.htm																		
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UNBUNDLED LOCAL SWITCHING, PORT USAGE																		
Tandem Switching (Port Usage) (Local or Access Tandem)																		

UNBUNDLED NETWORK ELEMENTS - Mississippi											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
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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															
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UNBUNDLED NETWORK ELEMENTS - Tennessee											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
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NOTE: (3) OSS - Manual Service Order Charge, Per Element - UNE Only **Please see applicable rate element for SOMAN charge**																			
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																		