

**AMENDMENT  
TO THE  
INTERCONNECTION AGREEMENT BETWEEN  
TALK.COM HOLDING CORP.  
AND  
BELLSOUTH TELECOMMUNICATIONS, INC.**

Pursuant to this Amendment, (the "Amendment"), Talk.com Holding Corp. ("Talk.com"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated May 22, 2000 ("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. Notices subject to Section 20 of the General Terms and Conditions shall now be sent to the following Talk.com parties:

Francie McComb  
Associate General Counsel  
Talk America  
6805 Route 202  
New Hope, PA 18938

and

Page Miller  
Director, Carrier Relations  
Talk America  
12001 Science Drive, Suite 130  
Orlando, FL 32826

2. All of the other provisions of the Agreement, dated May 22, 2000, shall remain in full force and effect.
3. Either or both of the Parties is 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 hereto have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below.

**Talk.com Holding Corp.**

**BellSouth Telecommunications, Inc.**

\_\_\_\_\_  
Signature on File  
Signature

\_\_\_\_\_  
Signature on File  
Signature

\_\_\_\_\_  
Warren Brasselle  
Name

\_\_\_\_\_  
C. W. Boltz  
Name

\_\_\_\_\_  
Senior V.P. Operations  
Title

\_\_\_\_\_  
Managing Director  
Title

\_\_\_\_\_  
July 27, 2001  
Date

\_\_\_\_\_  
July 30, 2001  
Date