

**AMENDMENT  
TO THE  
INTERCONNECTION AGREEMENT BETWEEN  
MGC COMMUNICATIONS d/b/a MPOWER COMMUNICATIONS CORPORATION AND  
BELL SOUTH TELECOMMUNICATIONS, INC.  
DATED JUNE 21, 2000**

Pursuant to this Agreement, (the "Amendment") MGC Communications d/b/a Mpower Communications Corporation ("MGC") 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 21, 2000 ("Interconnection Agreement").

NOW THEREFORE, in consideration of the mutual promises and covenants 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. MGC has changed the name of said business to Mpower Communications Corp., a Nevada corporation. The Interconnection Agreement is hereby amended to reflect the name change.
2. Replace certain Georgia rates in Exhibit C of Attachment 2 with rates shown in the attached Exhibit 1.
3. All of the other provisions of the Interconnection Agreement, dated June 21, 2000, shall remain in full force and effect.
4. Either or both of the Parties is authorized to submit this Amendment to each Public Service Commission 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.

**Mpower Communications Corp.**

By: Original Signed

Name: James D. Mitchell III

Title: Regional President

Date: 12/12/00

**BellSouth Telecommunications, Inc.**

By: Original Signed

Name: C. W. Boltz

Title: Managing Director

Date: 01/04/01

## **EXHIBIT 1**

BellSouth/Mpower Rates  
Network Elements and Other Services

Exhibit C

DESCRIPTION		USOC	GA
<b>LOOP, INCLUDING NID</b>			
<b>2-Wire ADSL Compatible Loop</b>			
RC - Statewide, per month		UAL2W	NA
	Zone 1, per month	UAL2W	\$11.23
	Zone 2, per month	UAL2W	\$12.97
	Zone 3, per month	UAL2W	\$20.62
	Zone 4, per month	UAL2W	NA
	NRC - 1 <sup>st</sup>	UAL2W	\$104.17
	NRC - Add'l	UAL2W	\$78.10
	NRC - Disconnect Charge - 1 <sup>st</sup>	UAL2W	NA
	NRC - Disconnect Charge - Add'l	UAL2W	NA
	NRC - Service Order submitted Electronically, per LSR	SOMECE	\$3.50
	NRC - Service Order submitted Electronically, per LSR - Disconnect	SOMECE	NA
	NRC - Service Order submitted Manually, per LSR	SOMAN	NA
	NRC - Service Order submitted Manually, per LSR, Disconnect	SOMAN	NA
	NRC - Incremental Charge - Manual Service Order - 1st	SOMAN	\$18.94
	NRC - Incremental Charge - Manual Service Order - Add'l	SOMAN	\$8.42
	NRC - Incremental Charge - Manual Service Order - Disconnect	SOMAN	NA
	NRC - Incremental Charge - Order Coordination - Time Specific (per LSR)	OCOSL	\$34.22
<b>2-Wire HDSL Compatible Loop</b>			
Statewide, per month		UHL2W	NA
	Zone 1, per month	UHL2W	\$7.88
	Zone 2, per month	UHL2W	\$9.09
	Zone 3, per month	UHL2W	\$14.46
	Zone 4, per month	UHL2W	NA
	NRC - 1 <sup>st</sup>	UHL2W	\$104.17
	NRC - Add'l	UHL2W	\$78.10
	NRC - Disconnect Charge - 1 <sup>st</sup>	UHL2W	NA
	NRC - Disconnect Charge - Add'l	UHL2W	NA
	NRC - Service Order submitted Electronically, per LSR	SOMECE	\$3.50
	NRC - Service Order submitted Electronically, per LSR - Disconnect	SOMECE	NA
	NRC - Service Order submitted Manually, per LSR	SOMAN	NA
	NRC - Service Order submitted Manually, per LSR, Disconnect	SOMAN	NA
	NRC - Incremental Charge - Manual Service Order - 1st	SOMAN	\$18.94
	NRC - Incremental Charge - Manual Service Order - Add'l	SOMAN	\$8.42
	NRC - Incremental Charge - Manual Service Order - Disconnect	SOMAN	NA
	NRC - Incremental Charge - Order Coordination - Time Specific (per LSR)	OCOSL	\$34.22
<b>4-Wire HDSL Compatible Loop</b>			
Statewide, per month		UHL4W	NA
	Zone 1, per month	UHL4W	\$10.39
	Zone 2, per month	UHL4W	\$12.00
	Zone 3, per month	UHL4W	\$19.07
	Zone 4, per month	UHL4W	NA
	NRC - 1 <sup>st</sup>	UHL4W	\$104.17
	NRC - Add'l	UHL4W	\$78.10
	NRC - Disconnect Charge - 1 <sup>st</sup>	UHL4W	NA
	NRC - Disconnect Charge - Add'l	UHL4W	NA
	NRC - Service Order submitted Electronically, per LSR	SOMECE	\$3.50
	NRC - Service Order submitted Electronically, per LSR - Disconnect	SOMECE	NA
	NRC - Service Order submitted Manually, per LSR	SOMAN	NA
	NRC - Service Order submitted Manually, per LSR, Disconnect	SOMAN	NA
	NRC - Incremental Charge - Manual Service Order - 1st	SOMAN	\$18.94
	NRC - Incremental Charge - Manual Service Order - Add'l	SOMAN	\$8.42
	NRC - Incremental Charge - Manual Service Order - Disconnect	SOMAN	NA

Version 3Q00: 10/25/00

Rates are based on Interim Georgia rates 10/27/00

BellSouth/Mpower Rates  
Network Elements and Other Services

Exhibit C

			NRC - Incremental Charge - Order Coordination - Time Specific (per LSR)	OCOSL	\$34.22
			<b>2-Wire Unb Copper Loop/Short (&lt; or = 18kft)</b>		
			RC - Statewide, per month	UCLPW	NA
			Zone 1, per month	UCLPW	\$11.90
			Zone 2, per month	UCLPW	\$13.74
			Zone 3, per month	UCLPW	\$21.83
			Zone 4, per month	UCLPW	NA
			NRC - 1st	UCLPW	\$104.17
			NRC - Add'l	UCLPW	\$78.10
			NRC - Disconnect Charge - 1st	UCLPW	NA
			NRC - Disconnect Charge - Add'l	UCLPW	NA
			NRC - Service Order submitted Electronically, per LSR	SOMECE	\$3.50
			NRC - Service Order submitted Electronically, per LSR - Disconnect	SOMECE	NA
			NRC - Service Order submitted Manually, per LSR	SOMAN	NA
			NRC - Service Order submitted Manually, per LSR, Disconnect	SOMAN	NA
			NRC - Incremental Charge - Manual Service Order - 1st	SOMAN	\$18.94
			NRC - Incremental Charge - Manual Service Order - Add'l	SOMAN	\$8.42
			NRC - Incremental Charge - Manual Service Order - Disconnect - 1st	SOMAN	NA
			NRC - Incremental Charge - Manual Service Order - Disconnect - Add'l	SOMAN	NA
			NRC - Incremental Charge - Manual Order Coordination - per loop	UCLMC	\$36.46
			<b>2-Wire Unb Copper Loop/Long (&gt; 18kft)</b>		
			RC - Statewide, per month	UCL2W	NA
			Zone 1, per month	UCL2W	\$35.43
			Zone 2, per month	UCL2W	\$40.91
			Zone 3, per month	UCL2W	\$65.02
			Zone 4, per month	UCL2W	NA
			NRC - 1st	UCL2W	\$104.17
			NRC - Add'l	UCL2W	\$78.10
			NRC - Disconnect Charge - 1st	UCL2W	NA
			NRC - Disconnect Charge - Add'l	UCL2W	NA
			NRC - Service Order submitted Electronically, per LSR	SOMECE	\$3.50
			NRC - Service Order submitted Electronically, per LSR - Disconnect	SOMECE	NA
			NRC - Service Order submitted Manually, per LSR	SOMAN	NA
			NRC - Service Order submitted Manually, per LSR, Disconnect	SOMAN	NA
			NRC - Incremental Charge - Manual Service Order - 1st	SOMAN	\$18.94
			NRC - Incremental Charge - Manual Service Order - Add'l	SOMAN	\$8.42
			NRC - Incremental Charge - Manual Service Order - Disconnect - 1st	SOMAN	NA
			NRC - Incremental Charge - Manual Service Order - Disconnect - Add'l	SOMAN	NA
			NRC - Incremental Charge - Manual Order Coordination - per loop	UCLMC	\$36.46
			<b>4-Wire Unb Copper Loop/Short (&lt; or = 18kft)</b>		
			RC - Statewide, per month	UCL4W	NA
			Zone 1, per month	UCL4W	\$16.65
			Zone 2, per month	UCL4W	\$19.22
			Zone 3, per month	UCL4W	\$30.55
			Zone 4, per month	UCL4W	NA
			NRC - 1st	UCL4W	\$104.17
			NRC - Add'l	UCL4W	\$78.10
			NRC - Disconnect Charge - 1st	UCL4W	NA
			NRC - Disconnect Charge - Add'l	UCL4W	NA
			NRC - Service Order submitted Electronically, per LSR	SOMECE	\$3.50
			NRC - Service Order submitted Electronically, per LSR - Disconnect	SOMECE	NA
			NRC - Service Order submitted Manually, per LSR	SOMAN	NA
			NRC - Service Order submitted Manually, per LSR, Disconnect	SOMAN	NA
			NRC - Incremental Charge - Manual Service Order - 1st	SOMAN	\$18.94
			NRC - Incremental Charge - Manual Service Order - Add'l	SOMAN	\$8.42
			NRC - Incremental Charge - Manual Service Order - Disconnect	SOMAN	NA

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BellSouth/Mpower Rates  
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			NRC - Incremental Charge - Manual Service Order - Disconnect - Add'L	SOMAN	NA
			NRC - Incremental Charge - Manual Order Coordination - per loop	UCLMC	\$36.46
			<b>4-Wire Unb Copper Loop/Long (&gt;18kft)</b>		
			Statewide, Per month	UCL4O	NA
			Zone 1, per month	UCL4O	\$47.56
			Zone 2, per month	UCL4O	\$54.92
			Zone 3, per month	UCL4O	\$87.30
			Zone 4, per month	UCL4O	NA
			NRC - 1st	UCL4O	\$104.17
			NRC - Add'l	UCL4O	\$78.10
			NRC - Disconnect Charge - 1st	UCL4O	NA
			NRC - Disconnect Charge - Add'l	UCL4O	NA
			NRC - Service Order submitted Electronically, per LSR	SOMECE	\$3.50
			NRC - Service Order submitted Electronically, per LSR - Disconnect	SOMECE	NA
			NRC - Service Order submitted Manually, per LSR	SOMAN	NA
			NRC - Service Order submitted Manually, per LSR, Disconnect	SOMAN	NA
			NRC - Incremental Charge - Manual Service Order - 1st	SOMAN	\$18.94
			NRC - Incremental Charge - Manual Service Order - Add'l	SOMAN	\$8.42
			NRC - Incremental Charge - Manual Service Order - Disconnect	SOMAN	NA
			NRC - Incremental Charge - Manual Service Order - Disconnect - Add'L	SOMAN	NA
			NRC - Incremental Charge - Manual Order Coordination - per loop	UCLMC	\$36.46
			<b>Unbundled Loop Modification/Conditioning</b>		
			NRC - Load Coil/Equipment Removal per 2 wire pair - Loops less than or equal to 18kft **	ULM2L	\$67.39
			- Incremental Charge - Manual Service Order	SOMAN	\$1.89
			NRC - Load Coil/Equipment Removal per 2 Wire pair - Loops greater than 18kft - 1st **	ULM2G	\$337.50
			- Incremental Charge - Manual Service Order	SOMAN	\$18.84
			NRC - Load Coil/Equipment Removal per 2 Wire pair - Loops greater than 18kft -Add'l **	ULM2G	\$337.50
			- Incremental Charge - Manual Service Order	SOMAN	\$18.84
			NRC - Load Coil/Equipment Removal per 4 Wire pair - Loops less than or equal to 18kft **	ULM4L	\$67.39
			- Incremental Charge - Manual Service Order	SOMAN	\$1.89
			NRC - Load Coil/Equipment Removal per 4 Wire pair - Loops greater than 18kft - 1st **	ULM4G	\$337.50
			- Incremental Charge - Manual Service Order	SOMAN	\$18.84
			NRC - Load Coil/Equipment Removal per 4 Wire pair - Loops greater than 18kft -Add'l **	ULM4G	\$337.50
			- Incremental Charge - Manual Service Order	SOMAN	\$18.84
			NRC - Bridge Tap Removal per pair unloaded **	ULMBT	\$78.10
			- Incremental Charge - Manual Service Order	SOMAN	\$1.89
			<b>Notes:</b>		
			<b>Certain rates shown are interim and subject to true-up based upon final Order in</b>		
			<b>Docket Number 11900-U.</b>		
			<b>BellSouth is in the process of enhancing its billing systems to accommodate a deaveraged</b>		
			<b>UNE zone billing structure. Until such time that these enhancements are accomplished, only</b>		
			<b>the rate for Zone 1 will be applied to services residing in Zones 1, 2, 3, or, where applicable, 4.</b>		
			<b>Once the billing enhancements are complete, estimated to be approximately mid year 2001,</b>		
			<b>the appropriate Zone rate will apply to services residing in each Zone.</b>		