

**FIRST 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 MGC Communications, Inc. d/b/a Mpower Communications Corp., a Nevada corporation. The Interconnection Agreement is hereby amended to reflect the name change.
2. All of the other provisions of the Interconnection Agreement, dated June 21, 2000, shall remain in full force and effect.
3. 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.

**MGC Communications, Inc. d/b/a
Mpower Communications Corp.**

By: Original Signed

Name: James D. Mitchell III

Title: Southeast Region President

Date: 8/7/00

BellSouth Telecommunications, Inc.

By: Original Signed

Name: Jerry Hendrix

Title: Senior Director

Date: 9/6/00