

**Amendment to the Agreement
Between
Navigator Telecommunications
and
BellSouth Telecommunications, Inc.
Dated August 10, 2002**

Pursuant to this Amendment, (the "Amendment"), Navigator Telecommunications (Navigator), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated August 10, 2002 ("Agreement") to be effective thirty (30) calendar days after the date of the last signature executing the Amendment.

WHEREAS, BellSouth and Navigator entered into the Agreement on August 10, 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 Navigator 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 August 10, 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.

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

BellSouth Telecommunications, Inc.

By: 

Name: Kristen E. Rowe

Title: Director

Date: 6/15/04

Navigator Telecommunications

By: 

Name: Kenick Le Daux

Title: CTO + VP Engineering

Date: 6/11/04

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	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE																
	End Office Switching (Port Usage)															
	End Office Switching Function, Per MOU					0.0007025										
	End Office Trunk Port - Shared, Per MOU					0.0001638										
	Tandem Switching (Port Usage) (Local or Access Tandem)															
	Tandem Switching Function Per MOU					0.000095										
	Tandem Trunk Port - Shared, Per MOU					0.0002015										
	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															
	Common Transport - Per Mile, Per MOU					0.0000023										
	Common Transport - Facilities Termination Per MOU					0.0003224										

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	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN	
UNBUNDLED LOCAL SWITCHING, PORT USAGE																					
	End Office Switching (Port Usage)																				
		End Office Switching Function, Per MOU								0.0007662											
		End Office Trunk Port - Shared, Per MOU								0.000164											
	Tandem Switching (Port Usage) (Local or Access Tandem)																				
		Tandem Switching Function Per MOU								0.0001319											
		Tandem Trunk Port - Shared, Per MOU								0.000235											
		Tandem Switching Function Per MOU (Melded)								0.000027185											
		Tandem Trunk Port - Shared, Per MOU (Melded)								0.000048434											
		Melded Factor: 20.61% of the Tandem Rate																			
	Common Transport																				
		Common Transport - Per Mile, Per MOU								0.0000035											
		Common Transport - Facilities Termination Per MOU								0.0004372											

UNBUNDLED NETWORK ELEMENTS - Georgia													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	SOME C	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE																
		End Office Switching (Port Usage)														
		End Office Switching Function, Per MOU					0.0006153									
		End Office Trunk Port - Shared, Per MOU					0.0001226									
		Tandem Switching (Port Usage) (Local or Access Tandem)														
		Tandem Switching Function Per MOU					0.0000972									
		Tandem Trunk Port - Shared, Per MOU					0.0001557									
		Tandem Switching Function Per MOU (Melded)					0.000017904									
		Tandem Trunk Port - Shared, Per MOU (Melded)					0.00002868									
		Melded Factor: 18.42% of the Tandem Rate														
		Common Transport														
		Common Transport - Per Mile, Per MOU					0.0000027									
		Common Transport - Facilities Termination Per MOU					0.0001914									

UNBUNDLED NETWORK ELEMENTS - Kentucky													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	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN	
UNBUNDLED LOCAL SWITCHING, PORT USAGE																					
	End Office Switching (Port Usage)																				
		End Office Switching Function, Per MOU								0.0011971											
		End Office Trunk Port - Shared, Per MOU								0.0002112											
	Tandem Switching (Port Usage) (Local or Access Tandem)																				
		Tandem Switching Function Per MOU								0.000194											
		Tandem Trunk Port - Shared, Per MOU								0.0002416											
		Tandem Switching Function Per MOU (Melded)								0.000094381											
		Tandem Trunk Port - Shared, Per MOU (Melded)								0.000117538											
		Melded Factor: 48.65% of the Tandem Rate																			
	Common Transport																				
		Common Transport - Per Mile, Per MOU								0.000003											
		Common Transport - Facilities Termination Per MOU								0.0007466											

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	SOME C	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE																
		End Office Switching (Port Usage)														
		End Office Switching Function, Per MOU						0.001868								
		End Office Trunk Port - Shared, Per MOU						0.00018								
		Tandem Switching (Port Usage) (Local or Access Tandem)														
		Tandem Switching Function Per MOU						0.0001067								
		Tandem Trunk Port - Shared, Per MOU						0.000222								
		Tandem Switching Function Per MOU (Melded)						0.000035296								
		Tandem Trunk Port - Shared, Per MOU (Melded)						0.000073438								
		Melded Factor: 33.08% of the Tandem Rate														
		Common Transport														
		Common Transport - Per Mile, Per MOU						0.0000032								
		Common Transport - Facilities Termination Per MOU						0.0003748								

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	SOME C	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE																
		End Office Switching (Port Usage)														
		End Office Switching Function, Per MOU					0.0010269									
		End Office Trunk Port - Shared, Per MOU					0.000161									
		Tandem Switching (Port Usage) (Local or Access Tandem)														
		Tandem Switching Function Per MOU					0.0001723									
		Tandem Trunk Port - Shared, Per MOU					0.0001828									
		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														
		Common Transport														
		Common Transport - Per Mile, Per MOU					0.0000026									
		Common Transport - Facilities Termination Per MOU					0.0004541									

UNBUNDLED NETWORK ELEMENTS - North Carolina													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	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	
UNBUNDLED LOCAL SWITCHING, PORT USAGE																
	End Office Switching (Port Usage)															
	End Office Switching Function, Per MOU					0.0015										
	End Office Trunk Port - Shared, Per MOU					0.00023										
	Tandem Switching (Port Usage) (Local or Access Tandem)															
	Tandem Switching Function Per MOU					0.0006										
	Tandem Trunk Port - Shared, Per MOU					0.0003										
	Tandem Switching Function Per MOU (Melded)					0.00024618										
	Tandem Trunk Port - Shared, Per MOU (Melded)					0.00012309										
	Melded Factor: 41.03% of the Tandem Rate															
	Common Transport															
	Common Transport - Per Mile, Per MOU					0.00001										
	Common Transport - Facilities Termination Per MOU					0.00034										

UNBUNDLED NETWORK ELEMENTS - South Carolina													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	SOME C	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE																
		End Office Switching (Port Usage)														
		End Office Switching Function, Per MOU					0.0010519									
		End Office Trunk Port - Shared, Per MOU					0.0002136									
		Tandem Switching (Port Usage) (Local or Access Tandem)														
		Tandem Switching Function Per MOU					0.0001634									
		Tandem Trunk Port - Shared, Per MOU					0.0002863									
		Tandem Switching Function Per MOU (Melded)					0.00004951									
		Tandem Trunk Port - Shared, Per MOU (Melded)					0.000086749									
		Melded Factor: 30.30% of the Tandem Rate														
		Common Transport														
		Common Transport - Per Mile, Per MOU					0.0000045									
		Common Transport - Facilities Termination Per MOU					0.0004095									

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