Amendment to the Agreement Between Sail NetWorks, Inc. and BellSouth Telecommunications, Inc. Dated August 8, 2002

Pursuant to this Amendment, (the "Amendment"), Sail NetWorks, Inc. ("Sail Networks"), 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 8, 2002 ("Agreement") to be effective 30 days after the date of the last signature executing the Amendment.

WHEREAS, BellSouth and Sail Networks entered into the Agreement on August 8, 2002, and;

WHEREAS, both Parties agree that an initial New Installation of a 2-Wire Port/Loop Combination- Residence line provisioned at a Location where QuickServe is available on the line shall incur a QuickServe Non-Recurring Charge (NRC) at the NRC Currently Combined Conversion Rate set forth in the Agreement and that any initial New Installation of a 2-Wire Port/Loop Combination - Residence line provisioned at a location where QuickServe is not available, shall incur the Not Currently Combined NRC, First and Additional rates set forth in the 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. The Parties agree to incorporate into Attachment 2 of the Agreement the rates and USOCs as set forth in Exhibit 1 of this Amendment attached hereto and incorporated herein by this reference.
- 2. All of the other provisions of the Agreement, dated August 8, 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.

Version: QuickServe Amendment – Standard ICA

10/06/04

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

BellSouth Telecommunications, Inc.

Name: Kristen Rowe

Title: Director

Date: 11/2/04

Sail NetWorks, Inc.

Name: Tom Kowalewsk

Title: Chrmn & CEO

Date: /0/26/04

Version: QuickServe Amendment – Standard ICA 09/29/04

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							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBU	NDLED F	PORT/LOOP COMBINATIONS - MARKET RATES															
		CURRING CHARGES (NRCs) - CURRENTLY COMBINED															
		2-Wire Voice Grade Loop / Line Port Platform - Installation															
		Charge at QuickService location - Not Conversion of Existing															
		Service			UEPRX	URECC		41.50									

						NBUNDLED NETWORK ELEMENTS - South Carolina													
			USOC											Incremental					
		BCS		RATES (\$)						Submitted	Charge -	Charge -	Charge -	Charge -					
Interi	1_ 1										Manual Svc			Manual Svc					
m	Zone									per LSR	Order vs.	Order vs.	Order vs.	Order vs.					
											Electronic-		Electronic-						
								1st	Add'l	Disc 1st	Disc Add'l								
				Б	Nonrec	curring	Nonrecurring	Disconnect			oss	Rates (\$)							
				Kec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN					
	1													\vdash					
-	1																		
	1													\vdash					
-	1																		
					Rec	Pog Nonrec	Poc Nonrecurring	Poo Nonrecurring Nonrecurring	Ros Nonrecurring Nonrecurring Disconnect	Nonrecurring Nonrecurring Disconnect	Nonrecurring Nonrecurring Disconnect	Electronic- 1st Nonrecurring Nonrecurring Disconnect OSS	Electronic- 1st Add'l Nonrecurring Nonrecurring Disconnect OSS Rates (\$)	Electronic- 1st Electronic- 2dd'l Disc 1st					

UNBU	NBUNDLED NETWORK ELEMENTS - Tennessee														ment: 2	Exhi	bit: B
												Svc Order	Svc Order	Incremental	Incremental	Incremental	Incremental
												Submitted	Submitted	Charge -	Charge -	Charge -	Charge -
			Interi									Elec	Manually	Manual Svc	Manual Svc	Manual Svc	Manual Svc
CATEGORY		RATE ELEMENTS	m	Zone	BCS	USOC	RATES (\$)						per LSR	Order vs.	Order vs.	Order vs.	Order vs.
														Electronic-	Electronic-	Electronic-	Electronic-
														1st	Add'l	Disc 1st	Disc Add'l
	1							Managarinia a		l Name and accounting	- Diagrams at				l .		
				1			Rec	Nonrecurring		Nonrecurring					Rates (\$)		
								First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBU	NDLED F	PORT/LOOP COMBINATIONS - MARKET RATES															
	NONRE	CURRING CHARGES (NRCs) - CURRENTLY COMBINED															
		2-Wire Voice Grade Loop / Line Port Platform - Installation															
		Charge at QuickService location - Not Conversion of Existing															
		Service			UEPRX	URECC		41.50					15.69				