

**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 thirty (30) calendar days after the date of the last signature executing the Amendment.

WHEREAS, BellSouth and Sail NetWorks, Inc. entered into the Agreement on ,
and;

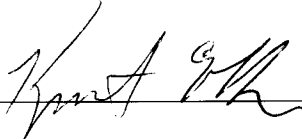
WHEREAS, Sail NetWorks has changed the name of said business to Sail Telecom, Inc.

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:

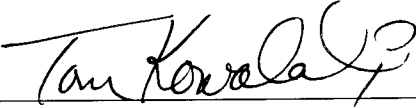
1. The name Sail NetWorks, Inc. in the Interconnection Agreement is hereby deleted throughout the Interconnection Agreement and replaced with Sail Telecom, Inc.
2. All of the other provisions of the Agreement, dated August 8, 2002, shall remain in full force and effect.
3. Either or both of the Parties 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.

IN WITNESS WHEREOF, the Parties hereto have caused this
Amendment to be executed by their respective duly authorized representatives on the date
indicated below.

BellSouth Telecommunications, Inc.

By: 
Name: Kristen E. Rowe
Title: Director
Date: 06-21-04

Sail NetWorks, Inc.

By: 
Name: Tom Kowalewski
Title: Chairman
Date: 6/17/04