Amendment to the Agreement Between FLATEL, Inc. and BellSouth Telecommunications, Inc. Dated August 1, 2002

Pursuant to this Amendment, (the "Amendment"), FLATEL, Inc. ("FLATEL"), 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 1, 2002 ("Agreement") to be effective February 10, 2005.

WHEREAS, BellSouth and FLATEL entered into the Agreement on August 1, 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 1, 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.

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By: Kith (Hon

Name: Kristen Rowe

Title: Director

Date: 1/17/05 Date: 1-12-05

Title: CEO

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

| UN | BUND | LED N | ETWORK ELEMENTS - Alabama | | | | | | | | | | | | Attachi | ment: 2 | Exhi | oit: B |
|----|------|-------|--|--------|------|-------|-------|-----|--------|------------|--------------|--------------|-----------|-----------|-------------|-------------|-------------|-------------|
| | | | | | | | | | | | | | Svc Order | Svc Order | Incremental | Incremental | Incremental | Incremental |
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| | | | | Interi | | | | | | | | | Elec | Manually | Manual Svc | Manual Svc | Manual Svc | Manual Svc |
| CA | TEGO | DRY | RATE ELEMENTS | m | Zone | BCS | USOC | | | RATES (\$) | | | per LSR | per LSR | Order vs. | Order vs. | Order vs. | Order vs. |
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| UN | BUND | LED P | ORT/LOOP COMBINATIONS - COST BASED RATES | | | | | | | | | | | | | | | |
| | ١ | 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 | | 0.10 | | | | | | | | | |

| UNBU | NDLED N | IETWORK ELEMENTS - Florida | | | | | | | | | | | | Attach | ment: 2 | Exhi | bit: B |
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| | | | Interi | | | | | | | | | Elec | Manually | Manual Svc | Manual Svc | Manual Svc | Manual Svc |
| CATE | GORY | RATE ELEMENTS | m | Zone | BCS | USOC | | | RATES (\$) | | | per LSR | per LSR | Order vs. | Order vs. | Order vs. | Order vs. |
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| UNBU | NDLED F | PORT/LOOP COMBINATIONS - COST BASED 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 | | 0.102 | | | | | | | | | |
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| UNBU | JNDLED N | IETWORK ELEMENTS - Georgia | | | | | | | | | | | | Attach | ment: 2 | Exhi | bit: B |
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| | | | | | | | | | | | | Svc Order | Svc Order | Incremental | Incremental | Incremental | Incremental |
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| | | | Interi | | | | | | | | | Elec | Manually | Manual Svc | Manual Svc | Manual Svc | Manual Svc |
| CATE | GORY | RATE ELEMENTS | m | Zone | BCS | USOC | | | RATES (\$) | | | per LSR | per LSR | Order vs. | Order vs. | Order vs. | Order vs. |
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| UNBU | JNDLED F | PORT/LOOP COMBINATIONS - COST BASED 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 | | 0.10 | | | | | | | | | |
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| UN | BUND | LED N | ETWORK ELEMENTS - Kentucky | | | | | | | | | | | | Attachi | ment: 2 | Exhil | bit: B |
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| CA | TEGO | DRY | RATE ELEMENTS | m | Zone | BCS | USOC | | | RATES (\$) | | | per LSR | per LSR | Order vs. | Order vs. | Order vs. | Order vs. |
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| - | | | | | | | | Rec | | | | | | | | | | |
| | | | | | | | | | First | Add'l | First | Add'l | SOMEC | SOMAN | SOMAN | SOMAN | SOMAN | SOMAN |
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| UN | BUND | LED P | ORT/LOOP COMBINATIONS - COST BASED RATES | | | | | | | | | | | | | | | |
| | N | ONRE | CURRING CHARGES (NRCs) - CURRENTLY COMBINED | | | | | | | | | | | | | | | |
| | | | 2-Wire Voice Grade Loop / Line Port Platform - Installation | | | | | | | | | | | | | | 1 | |
| | | | Charge at QuickService location - Not Conversion of Existing | | | | | | | | | | | | | | , | |
| | | | Service | | | UEPRX | URECC | | 0.10 | | | | | | | | 1 ' | |

| UNBU | JNDLED N | IETWORK ELEMENTS - Louisiana | | | | | | | | | | | | Attach | ment: 2 | Exhi | bit: B |
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| | | | Interi | | | | | | | | | Elec | Manually | Manual Svc | Manual Svc | Manual Svc | Manual Svc |
| CATE | GORY | RATE ELEMENTS | m | Zone | BCS | USOC | | | RATES (\$) | | | per LSR | per LSR | Order vs. | Order vs. | Order vs. | Order vs. |
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| UNBU | JNDLED F | ORT/LOOP COMBINATIONS - COST BASED 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 | | 0.10 | | | | | | | | | |
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| UN | BUND | LED N | ETWORK ELEMENTS - Mississippi | | | | | | | | | | | | Attach | ment: 2 | Exhil | bit: B |
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| CA | TEGO | DRY | RATE ELEMENTS | m | Zone | BCS | USOC | | | RATES (\$) | | | per LSR | per LSR | Order vs. | Order vs. | Order vs. | Order vs. |
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| UN | BUND | LED P | ORT/LOOP COMBINATIONS - COST BASED RATES | | | | | | | | | | | | | | | |
| | N | NONRE | CURRING CHARGES (NRCs) - CURRENTLY COMBINED | | | | | | | | | | | | | | | |
| | | | 2-Wire Voice Grade Loop / Line Port Platform - Installation | | | | | | | | | | | | | | 1 | |
| | | | Charge at QuickService location - Not Conversion of Existing | | | | | | | | | | | | | | , | |
| | | | Service | | | UEPRX | URECC | | 0.0988 | | | | | | | | , , | |

| UNE | UNDLED | NETWORK ELEMENTS - North Carolina | | | | | | | | | | | | Attach | ment: 2 | Exhi | bit: B |
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| UNE | BUNDLED | PORT/LOOP COMBINATIONS - COST BASED RATES | | | | | | | | | | | | | | | |
| | NON | ECURRING CHARGES (NRCs) - CURRENTLY COMBINED | | | | | | | | | | | | | | | |
| | | 2-Wire Voice Grade Loop / Line Port Platform - Installation | | | | | | | | | | | | | | | |
| | | Charge at QuickService location - Not Conversion of Existing | | | | | | | | | | | | | | | |
| | | Service | | | UEPRX | URECC | | 2.77 | | | | | | | | | |
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| UN | BUND | DLED N | ETWORK ELEMENTS - South Carolina | | | | | | | | | | | | Attachi | ment: 2 | Exhil | bit: B |
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| CA | TEGO | DRY | RATE ELEMENTS | m | Zone | BCS | USOC | | | RATES (\$) | | | per LSR | per LSR | Order vs. | Order vs. | Order vs. | Order vs. |
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| UN | BUND | DLED P | ORT/LOOP COMBINATIONS - COST BASED RATES | | | | | | | | | | | | | | | |
| | ١ | 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 | | 0.10 | | | | | | | | | |

| UNB | JNDLED I | NETWORK ELEMENTS - Tennessee | | | | | | | | | | | | Attach | ment: 2 | Exhi | bit: B |
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| CAT | GORY | RATE ELEMENTS | m | Zone | BCS | USOC | | | RATES (\$) | | | per LSR | per LSR | Order vs. | Order vs. | Order vs. | Order vs. |
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| UNB | JNDLED F | PORT/LOOP COMBINATIONS - COST BASED 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 | | 1.03 | | | | | 15.69 | | | | |
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