

**Amendment to the Agreement
Between
Xspedius Management Co., LLC
and
BellSouth Telecommunications, Inc.
Dated December 30, 2002**

Pursuant to this Amendment, (the "Amendment"), Xspedius Management Co., LLC (Xspedius), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated December 30, 2002 ("Agreement") to be effective on the date of the last signature executing the Amendment.

WHEREAS, BellSouth and Xspedius entered into the Agreement on December 30, 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:

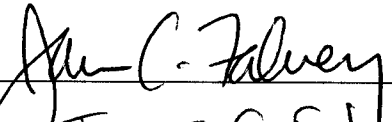
1. To delete the current Sections 10 (the heading only and not the entire section inclusive of all its subsections), 10.1, 10.2, 10.2.3, 10.3, 10.4, and 10.6 including all subsections of Attachment 2 and replace them with the language in Exhibit 1. In addition, the parties have agreed to new Sections 10.3.1, 10.3.2, 10.3.3, 10.8, 10.8.1, 10.8.2 and 10.8.2.1 and to renumber subsequent paragraphs and references accordingly.
2. All of the other provisions of the Agreement, dated December 30, 2002, shall remain in full force and effect.
3. Either or both of the Parties is 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.

Xspedius Management Co., LLC

By: 
Name: Elizabeth R. A. Shirasaki
Title: Director
Date: 7/14/03

By: 
Name: James C. Falvey
Title: Sr. V.P., Regulatory Affairs
Date: 7/9/03

10. Unbundled Network Element Combinations

10.1 For purposes of this Section, references to “Currently Combined” network elements shall mean that the particular network elements requested by Xspedius are in fact already combined by BellSouth in the BellSouth network. References to “Ordinarily Combined” network elements shall mean that the particular network elements requested by Xspedius are not already combined by BellSouth in the location requested by Xspedius but are elements that are typically combined in BellSouth’s network. References to “Not Typically Combined” network elements shall mean that the particular network elements requested by Xspedius are not elements that BellSouth combines for its use in its network.

10.2 Enhanced Extended Links (EELs)

10.2.3 BellSouth shall provide EEL combinations to Xspedius regardless of whether or not such EELs are Currently Combined.

10.3 Rates

10.3.1 Currently Combined EELs listed below in Sections 10.3.1.1-10.3.1.14 shall be billed at the nonrecurring switch-as-is charge and recurring charges for that combination as set forth in Exhibit B of this Attachment. Currently Combined EELs not listed below shall be billed at the sum of the recurring charges for the individual network elements that comprise the combination as set forth in Exhibit B of this Attachment and a nonrecurring switch-as-is charge as set forth in Exhibit B of this Attachment.

10.3.2 Ordinarily Combined EELs listed above shall be billed the sum of the nonrecurring and recurring charges for that combination as set forth in Exhibit B of this Attachment. Ordinarily combined EELs not listed in Sections 10.3.1.1-10.3.1.14 shall be billed the sum of the nonrecurring charges and recurring charges for the individual network elements that comprise the combination as set forth in Exhibit B of this Attachment.

10.3.3 To the extent that Xspedius requests an EEL combination Not Typically Combined in the BellSouth network, the rates, terms and conditions shall be determined pursuant to the Bona Fide Request Process.

10.4 Deleted

10.6 Deleted

10.6.1 Deleted

- 10.6.1.1 Deleted
- 10.6.1.2 Deleted
- 10.6.1.3 Deleted
- 10.6.2 Deleted
- 10.6.2.1 Deleted
- 10.6.2.2 Deleted

10.8 Other UNE Combinations

10.8.1 BellSouth shall provide other Currently Combined and Ordinarily Combined and Not Typically Combined UNE Combinations to Xspedius in addition to those specifically referenced in this Section above, where available. To the extent Xspedius requests a combination for which BellSouth does not have methods and procedures in place to provide such combination, rates and/or methods and procedures for such combination will be developed pursuant to the BFR/NBR process.

10.8.2 Rates

10.8.2.1 The rates for Ordinarily Combined UNE Combinations provisioned pursuant to this Section 10.8.2 shall be the sum of the recurring rates and nonrecurring rates for the individual network elements as set forth in Exhibit B of this Attachment. The rates for Currently Combined UNE Combinations provisioned pursuant to this Section 10.8.2 shall be the sum of the recurring rates for the individual network elements as set forth in Exhibit B, in addition to a nonrecurring charge set forth in Exhibit B. To the extent Xspedius requests a Not Typically Combined Combination pursuant to this Section 10.8.2, or to the extent Xspedius requests any combination for which BellSouth has not developed methods and procedures to provide such combination, rates and/or methods and procedures for such combination shall be established pursuant to the BFR/NBR process.