

**Amendment
To the
Interconnection Agreement
Between**

**Xspedius Management Co. Switched Services, LLC, Xspedius Management Co. of
Birmingham, LLC, Xspedius Management Co. of Mobile, LLC, Xspedius Management Co.
of Montgomery, LLC, Xspedius Management Co. of Jacksonville, LLC, Xspedius
Management Co. of Atlanta, LLC, Xspedius Management Co. of Lexington, LLC, Xspedius
Management Co. of Louisville, LLC, Xspedius Management Co. of Louisiana, LLC,
Xspedius Management Co. of Baton Rouge, LLC, Xspedius Management Co. of Shreveport,
LLC, Xspedius Management Co. of Jackson, LLC, Xspedius Management Co. of
Charleston, LLC, Xspedius Management Co. of Columbia, LLC, Xspedius Management
Co. of Greenville, LLC, Xspedius Management Co. of Spartanburg, LLC, Xspedius
Management Co. of Chattanooga, LLC
and
BellSouth Telecommunications, Inc.
Dated December 30, 2002**

Pursuant to this Amendment, (the "Amendment"), Xspedius Management Co. Switched Services, LLC, Xspedius Management Co. of Birmingham, LLC, Xspedius Management Co. of Mobile, LLC, Xspedius Management Co. of Montgomery, LLC, Xspedius Management Co. of Jacksonville, LLC, Xspedius Management Co. of Atlanta, LLC, Xspedius Management Co. of Lexington, LLC, Xspedius Management Co. of Louisville, LLC, Xspedius Management Co. of Louisiana, LLC, Xspedius Management Co. of Baton Rouge, LLC, Xspedius Management Co. of Shreveport, LLC, Xspedius Management Co. of Jackson, LLC, Xspedius Management Co. of Charleston, LLC, Xspedius Management Co. of Columbia, LLC, Xspedius Management Co. of Greenville, LLC, Xspedius Management Co. of Spartanburg, LLC, Xspedius Management Co. of Chattanooga, 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 thirty (30) calendar days after the date of the last signature executing the Amendment.

WHEREAS, BellSouth and Xspedius entered into the Agreement on December 30, 2002, and;

WHEREAS, BellSouth and Xspedius are amending the Agreement to modify Local Number Portability (LNP) recovery charge pursuant to the Order in the matter of the Telephone Number Portability BellSouth Corporation Petition for Declaratory Ruling and/or Waiver, CC Docket No. 95-116, released April 13, 2004;

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 delete in their entirety all rate elements and USOCs identified as "Local Number Portability charges" in Exhibit A of Attachment 2, as specified by the following USOCs: LNPCX, LNPCP, LNPCN, and LNPCC.

2. The Parties agree to add the following language to Section 7.1.10 of Attachment 2 and Section 10.9 of Attachment 2:

- In addition to other charges specified in this Agreement for Local Number Portability Xspedius shall pay to BellSouth the Local Number Portability charges as set forth in Section 13 of the BellSouth FCC No. 1 Tariff;

3. All of the other provisions of the Agreement dated December 30, 2002 shall remain unchanged and in full force and effect.
4. 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.

**Xspedius Management Co. Switched
Services, LLC, Xspedius Management Co.
of Birmingham, LLC, Xspedius
Management Co. of Mobile, LLC,
Xspedius Management Co. of
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Management Co. of Jacksonville, LLC,
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Lexington, LLC, Xspedius Management
Co. of Louisville, LLC, Xspedius
Management Co. of Louisiana, LLC,
Xspedius Management Co. of Baton
Rouge, LLC, Xspedius Management Co.
of Shreveport, LLC, Xspedius
Management Co. of Jackson, LLC,
Xspedius Management Co. of Charleston,
LLC, Xspedius Management Co. of
Columbia, LLC, Xspedius Management
Co. of Greenville, LLC, Xspedius
Management Co. of Spartanburg, LLC,
Xspedius Management Co. of
Chattanooga, LLC**

By: 

Name: JERRY D. HENDRIX

Title: ASSISTANT VICE PRESIDENT

Date: 9/7/04

By: 

Name: James C. Falvey

Title: Sr. V.P., Regulatory Affairs

Date: 9/3/04