

Amendment to the 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;

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 add the following provision to Attachment 2, Section 9 and the associated rates as set forth in Exhibit 1 of this Amendment, attached hereto and incorporated herein by this reference.

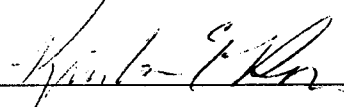
9.5 Where Xspedius utilizes portions of the BellSouth network in originating or terminating traffic, the Tandem Switching rates are applied in call scenarios where the Tandem Switching Network Element has been utilized. Because switch recordings cannot accurately indicate on a per call basis when the Tandem Switching Network Element has been utilized for an interoffice call originating from a UNE port and terminating to a BellSouth, Independent Company or Facility-Based CLEC office, BellSouth has developed, based upon call studies, a

melded rate that takes into account the average percentage of calls that utilize Tandem Switching in these scenarios. BellSouth shall apply the melded Tandem Switching rate for every call in these scenarios. BellSouth shall utilize the melded Tandem Switching Rate until BellSouth has the capability to measure actual Tandem Switch usage in each call scenario specifically mentioned above, at which point the rate for the actual Tandem Switch usage shall apply. The UNE Call Flows set forth on BellSouth's website, as amended from time to time and incorporated herein by this reference, illustrate when the full or melded Tandem Switching rates apply for specific scenarios.


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 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.

By: 
Name: KRISTEN E. ROWE
Title: DIRECTOR
Date: 5/11/04

Xspedius Management Co., LLC

By: 
Name: James C. Feinley
Title: Sr. V.P., Regulatory Affairs
Date: 5/5/04

UNBUNDLED NETWORK ELEMENTS - Alabama												
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 2		Attachment: 1	
									Incremental Charge - Manual Svc Order vs. Electronic-Add'l 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Add'l 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
						Nonrecurring Add'l	Nonrecurring Disconnect Add'l	SOMECC	SOMAN	SOMAN	SOMAN	SOMAN
						First	First					
						Rec						
	UNBUNDLED LOCAL SWITCHING, PORT USAGE											
	Tandem Switching (Port Usage) (Local or Access Tandem)											
	Tandem Switching Function Per MOU (Melded)					0.000040983						
	Tandem Trunk Port - Shared, Per MOU (Melded)					0.000086947						
	Melded Factor: 43.15% of the Tandem Rate											

UNBUNDLED NETWORK ELEMENTS - Florida																
CATEGORY	RATE ELEMENTS	Interim Zone	BCS	USOC	RATES (\$)				Attachment: 2				Exhibit: C			
					Rec	Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First	Svc Order Elec Submitted per LSR	Svc Order Manually Submitted per LSR	Incremental Charge - Manual Svc Order vs. Electronic-Add'l 1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l 1st		
UNBUNDLED LOCAL SWITCHING, PORT USAGE																
	Tandem Switching (Port Usage) (Local or Access Tandem)															
	Tandem Switching Function Per MOU (Melded)						0.00027185									
	Tandem Trunk Port - Shared, Per MOU (Melded)						0.000049434									
	Melded Factor: 20.61% of the Tandem Rate															

UNBUNDLED NETWORK ELEMENTS - Georgia																
CATEGORY	RATE ELEMENTS	Inter m	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted		Attachment: 2		Exhibit: C		
						Rec	Nonrecurring Add'l	First	Nonrecurring Add'l	Nonrecuring Disconnect Add'l	Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic- Add'l	Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l	Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l	Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l
	UNBUNDLED LOCAL SWITCHING, PORT USAGE															
	Tandem Switching (Port Usage) [Local or Access Tandem]															
	Tandem Switching Function Per MOU (Melded)															
	Tandem Trunk Port - Shared, Per MOU (Melded)							0.000017904								
	Melded Factor: 18.42% of the Tandem Rate							0.00002868								

UNBUNDLED NETWORK ELEMENTS - Kentucky																
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)			Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 2		Attachment: 1			
						Nonrecurring First Add'l	Nonrecurring Disconnect First Add'l	Rec			Incremental Charge - Order vs. Electronic-1st	Incremental Charge - Manual Svc Add'l	Incremental Charge - Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Add'l		
											SOMECS		SOMAN		SOMAN	
											SOMECS		SOMAN		SOMAN	
	UNBUNDLED LOCAL SWITCHING, PORT USAGE															
	Tandem Switching (Port Usage) [Local or Access Tandem]															
	Tandem Switching Function Per MOU (Melded)															
	Tandem Trunk Port - Shared, Per MOU (Melded)															
	Melded Factor: 48.65% of the Tandem Rate															

UNBUNDLED NETWORK ELEMENTS - Louisiana														
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)			Attachment: 2			Attachment: 1		
						Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First	Incremental Charge - Manual Order vs. Electronic-1st	Incremental Charge - Manual Order vs. Electronic-Add'l	Svc Order Submitted Manually per LSR	Svc Order Submitted ELEC per LSR	Incremental Charge - Manual Order vs. Electronic-1st	Incremental Charge - Manual Order vs. Electronic-Add'l
						Rec	SOME	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	UNBUNDLED LOCAL SWITCHING, PORT USAGE													
	Tandem Switching (Port Usage) (Local or Access Tandem)					0.000035296								
	Tandem Switching Function Per MOU (Melded)					0.000073438								
	Tandem Trunk Port - Shared, Per MOU (Melded)													
	Melded Factor: 33.08% of the Tandem Rate													

UNBUNDLED NETWORK ELEMENTS - Mississippi												
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment 2		Exhibit C	
									Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
										SOME	SOMAN	SOMAN
	UNBUNDLED LOCAL SWITCHING, PORT USAGE											
	Tandem Switching (Port Usage) (Local or Access Tandem)											
	Tandem Switching Function Per MOU (Melded)						0.000063441					
	Tandem Trunk Port - Shared, Per MOU (Melded)						0.000067307					
	Melded Factor: 36.82% of the Tandem Rate											

CATEGORY	UNBUNDLED NETWORK ELEMENTS - North Carolina											Attachment: 2		Exhibit: C					
	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l					
						Rec	Nonrecurring Add'l		Nonrecurring Disconnect Add'l						SOMEC	SOMAN	SOMAN	SOMAN	
							First	Add'l	First										Add'l
UNBUNDLED LOCAL SWITCHING, PORT USAGE																			
Tandem Switching (Port Usage) (Local or Access Tandem)																			
Tandem Switching Function Per MOU (Melded)						0.00024618													
Tandem Trunk Port - Shared Per MOU (Melded)						0.00012309													
Melded Factor: 41.03% of the Tandem Rate																			

UNBUNDLED NETWORK ELEMENTS - South Carolina																	
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)	Svc Order			Attachment: 2			Exhibit: C				
							Submitted Elec per LSR	Svc Order Manually Submitted per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l			
															SOMEK	SOMAN	SOMAN
						Rec	Nonrecurring First	Add'l	Nonrecurring First	Disconnect Add'l							
	UNBUNDLED LOCAL SWITCHING, PORT USAGE																
	Tandem Switching (Port Usage) (Local or Access Tandem)																
	Tandem Switching Function Per MOU (Melded)					0.00004951											
	Tandem Trunk Port - Shared, Per MOU (Melded)					0.000096749											
	Melded Factor: 30.30% of the Tandem Rate																

UNBUNDLED NETWORK ELEMENTS - Tennessee																	
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment 2			Exhibit C					
									Incremental Charge - Manual Order vs. Electronic-1st	Incremental Charge - Manual Order vs. Electronic-Add'l	Incremental Charge - Manual Order vs. Electronic-Disc 1st	Incremental Charge - Manual Order vs. Electronic-Disc Add'l	SOMECE	SOMAN	SOMAN	SOMAN	SOMAN
						Nonrecurring First	Nonrecurring First	Nonrecurring First	Nonrecurring First	Nonrecurring First	Nonrecurring First	Nonrecurring First	Nonrecurring First	Nonrecurring First	Nonrecurring First	Nonrecurring First	Nonrecurring First
	UNBUNDLED LOCAL SWITCHING - PORT USAGE																
	Tandem Switching (Port Usage) (Local or Access Tandem)																
	Tandem Switching Function Per MOU																
	Tandem Switching Function Per MOU (Melded)																
	Melded Factor: 38.90% of the Tandem Rate																