

**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 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 desire to amend the Agreement to add additional rates, terms and conditions;

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:

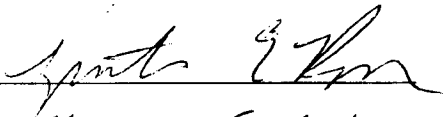
1. The Parties agree to add the following language to Attachment 2 as Section 10.7.4.7:

10.7.4.7 On/Off Premises Extensions and Different Premises Addresses working with 2-wire voice grade port, voice grade Loop, unbundled end office switching, unbundled end office trunk port, common transport per mile per MOU, common transport facilities termination, tandem switching, and tandem trunk port.
2. The Parties agree to add to the rates in Exhibit C of Attachment 2, the rates set forth in Exhibit 1 of this Amendment, attached hereto and incorporated herein by this reference.
3. All of the other provisions of the Agreement, dated December 30, 2002, shall remain 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.

Signature Page

IN WITNESS WHEREOF, the Parties have executed this Agreement the day and year written below.

BellSouth Telecommunications, Inc.

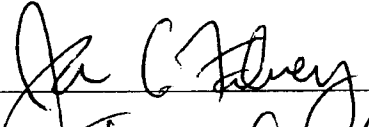
By: 

Name: KRISTEN E. ROLE

Title: DIRECTOR

Date: 5/11/04

Xspedius Management Co., LLC

By: 

Name: James C. Falvey

Title: Sr. V.P., Regulatory Affairs

Date: 5/5/04

UNBUNDLED NETWORK ELEMENTS - Alabama													Exhibit: C			
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)			Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 2		Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l		
						Rec	Nonrecurring				Nonrecurring Disconnect First	Add'l			OSS Rates (\$)	
							First	Add'l							SOME/C	SOMAN
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)																
OFF/OFF PREMISES EXTENSION CHANNELS																
	2 Wire Analog Voice Grade Extension Loop - Non-Design		1	UEPRX	UEAEN	12.58	37.81	17.56	23.49	5.30						
	2 Wire Analog Voice Grade Extension Loop - Non-Design		2	UEPRX	UEAEN	21.05	37.81	17.56	23.49	5.30						

UNBUNDLED NETWORK ELEMENTS - Florida													Exhibit: C			
CATEGORY	RATE ELEMENTS			Zone	BCS	USOC	RATES (\$)			Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 2		Incremental		Exhibit: C
	Interim						Nonrecurring First	Add'l	Disconnect Add'l			Incremental Charge - Manual Svc Order vs. Electronic-1st	Charge - Manual Svc Order vs. Electronic-Disc 1st			
							Rec									
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)																
OFF/OFF PREMISES EXTENSION CHANNELS																
	2 Wire Analog Voice Grade Extension Loop – Non-Design		1	UEPRX	UEAEN	10.69		49.57	22.83	25.62	6.57					
	2 Wire Analog Voice Grade Extension Loop – Non-Design		2	UEPRX	UEAEN	15.20		49.57	22.83	25.62	6.57					
	2 Wire Analog Voice Grade Extension Loop – Non-Design		3	UEPRX	UEAEN	26.97		49.57	22.83	25.62	6.57					
	2 Wire Analog Voice Grade Extension Loop – Design		1	UEPRX	UEAED	12.24		135.75	82.47	63.53	12.01					
	2 Wire Analog Voice Grade Extension Loop – Design		2	UEPRX	UEAED	17.40		135.75	82.47	63.53	12.01					
	2 Wire Analog Voice Grade Extension Loop – Design		3	UEPRX	UEAED	30.87		135.75	82.47	63.53	12.01					
INTEROFFICE TRANSPORT																

UNBUNDLED NETWORK ELEMENTS - Georgia															
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)					Attachment: 2		Exhibit: C		
						Svc Order Submitted 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 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l					
								Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN
						Rec	First	Add'l							
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES															
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)															
OFF/OON PREMISES EXTENSION CHANNELS															
	2 Wire Analog Voice Grade Extension Loop - Non-Design		1	UEPRX	UEAEN	10.24	40.02	9.99	5.61	1.72		11.73			
	2 Wire Analog Voice Grade Extension Loop - Non-Design		2	UEPRX	UEAEN	15.37	40.02	9.99	5.61	1.72		11.73			
	2 Wire Analog Voice Grade Extension Loop - Non-Design		3	UEPRX	UEAEN	30.44	40.02	9.99	5.61	1.72		11.73			
	2 Wire Analog Voice Grade Extension Loop - Design		1	UEPRX	UEAED	11.26	79.85	24.65	18.92	7.87		11.73			
	2 Wire Analog Voice Grade Extension Loop - Design		2	UEPRX	UEAED	16.43	79.85	24.65	18.92	7.87		11.73			
	2 Wire Analog Voice Grade Extension Loop - Design		3	UEPRX	UEAED	31.49	79.85	24.65	18.92	7.87		11.73			
INTER-OFFICE TRANSPORT															

UNBUNDLED NETWORK ELEMENTS - Kentucky												
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)			Attachment: 2		Exhibit: C	
						Svc Order Submitted 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	
												Nonrecurring First
						Rec						
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES												
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)												
OFF/ON PREMISES EXTENSION CHANNELS												
	2 Wire Analog Voice Grade Extension Loop - Non-Design		1	UEPRX			10.56	46.66	22.57	26.65	7.65	7.86
	2 Wire Analog Voice Grade Extension Loop - Non-Design		2	UEPRX			15.34	46.66	22.57	26.65	7.65	7.86
	2 Wire Analog Voice Grade Extension Loop - Non-Design		3	UEPRX			31.11	46.66	22.57	26.65	7.65	7.86
	2 Wire Analog Voice Grade Extension Loop - Design		1	UEPRX			12.47	134.89	81.87	73.65	14.88	7.86
	2 Wire Analog Voice Grade Extension Loop - Design		2	UEPRX			17.45	134.89	81.87	73.65	14.88	7.86
	2 Wire Analog Voice Grade Extension Loop - Design		3	UEPRX			33.22	134.89	81.87	73.65	14.88	7.86
INTEROFFICE TRANSPORT												
	Interoffice Transport - Dedicated - 2 Wire Voice Grade - Facility Termination			UEPRX	U11V2		23.95	98.09	53.67	56.31	22.42	7.86

UNBUNDLED NETWORK ELEMENTS - Louisiana											Exhibit: C		
CATEGORY	RATE ELEMENTS	Interim	BCS	USOC	RATES (\$)			Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 2		Exhibit: C	
					Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First			Nonrecurring Disconnect Add'l	Incremental Charge - Manual Svc Order vs. Electronic-1st Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st Add'l
					Rec								
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES													
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)													
OFF/OFF PREMISES EXTENSION CHANNELS													
	2 Wire Analog Voice Grade Extension Loop - Non-Design	1	UEPRX	UEAEN	12.90	36.54	16.87					15.20	
	2 Wire Analog Voice Grade Extension Loop - Non-Design	2	UEPRX	UEAEN	23.33	36.54	16.87					15.20	
	2 Wire Analog Voice Grade Extension Loop - Non-Design	3	UEPRX	UEAEN	48.43	36.54	16.87					15.20	
	2 Wire Analog Voice Grade Extension Loop - Design	1	UEPRX	UEAED	14.93	102.10	65.72					15.20	
	2 Wire Analog Voice Grade Extension Loop - Design	2	UEPRX	UEAED	25.35	102.10	65.72					15.20	
	2 Wire Analog Voice Grade Extension Loop - Design	3	UEPRX	UEAED	50.46	102.10	65.72					15.20	
INTEROFFICE TRANSPORT													

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
						Nonrecurring First	Add'l	Nonrecurring Disconnect First			Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
						Rec						
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES												
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)												
OFF/OFF PREMISES EXTENSION CHANNELS												
	2 Wire Analog Voice Grade Extension Loop - Non-Design				UEAEN	12.03	37.92	17.55	23.48		5.25	
	2 Wire Analog Voice Grade Extension Loop - Non-Design				UEAEN	16.87	37.92	17.55	23.48		5.25	
	2 Wire Analog Voice Grade Extension Loop - Non-Design				UEAEN	25.68	37.92	17.55	23.48		5.25	
	2 Wire Analog Voice Grade Extension Loop - Non-Design				UEAEN	43.85	37.92	17.55	23.48		5.25	
	2 Wire Analog Voice Grade Extension Loop - Design				UEAED	13.89	105.96	68.28	52.82	10.37	15.75	
	2 Wire Analog Voice Grade Extension Loop - Design				UEAED	18.75	105.96	68.28	52.82	10.37	15.75	
	2 Wire Analog Voice Grade Extension Loop - Design				UEAED	27.55	105.96	68.28	52.82	10.37	15.75	

UNBUNDLED NETWORK ELEMENTS - North Carolina																			
CATEGORY	RATE ELEMENTS		Interim	Zone	BCS	USOC	RATES (\$)				Attachment: 2			Exhibit: C					
	Svc Order Submitted Elec per LSR	Svc Order Manually per LSR					Incremental Charge - Manual Svc Order vs. Electronic-1st Add'l	Incremental Charge - Manual Svc Order vs. Electronic-1st Add'l	Incremental Charge - Manual Svc Order vs. Electronic-1st Add'l	Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First	Nonrecurring Disconnect Add'l	SOMECH	SOMAN	SOMAN	SOMAN	Incremental Charge - Manual Svc Order vs. Electronic-1st Add'l	Incremental Charge - Manual Svc Order vs. Electronic-1st Add'l
							Rec	First	Add'l	First	Disconnect First	Disconnect Add'l							
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																			
2-WIRE VOICE LOOP WITH 2-WIRE LINE PORT (RES)																			
OFF/OH PREMISES EXTENSION CHANNELS																			
	2 Wire Analog Voice Grade Extension Loop - Non-Design			1	UEPRX	UEAEN	12.11	57.99	42.37										
	2 Wire Analog Voice Grade Extension Loop - Non-Design			2	UEPRX	UEAEN	21.24	57.99	42.37										
	2 Wire Analog Voice Grade Extension Loop - Non-Design			3	UEPRX	UEAEN	33.65	57.99	42.37										
	2 Wire Analog Voice Grade Extension Loop - Design			1	UEPRX	UEAED	14.97	106.56	106.56										
	2 Wire Analog Voice Grade Extension Loop - Design			2	UEPRX	UEAED	25.93	142.97	106.56										
	2 Wire Analog Voice Grade Extension Loop - Design			3	UEPRX	UEAED	40.81	142.97	106.56										
INTEROFFICE TRANSPORT																			

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UNBUNDLED NETWORK ELEMENTS - Tennessee																	
CATEGORY	RATE ELEMENTS			Interim	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 2		Exhibit: C		
							Nonrecurring First	Add'l	Nonrecurring First	Disconnect Add'l			SOMECD	SOMAN	Incremental Charge - Manual Svc Order vs. Electronic-1st Add'l	Incremental Charge - Manual Svc Order vs. Electronic-1st Add'l	Incremental Charge - Manual Svc Order vs. Electronic-1st Add'l
							Rec	Nonrecurring First	Add'l	Nonrecurring First	Nonrecurring Disconnect Add'l	SOMECD	SOMAN	SOMAN	SOMAN	SOMAN	
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																	
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)																	
OFF/ON PREMISES EXTENSION CHANNELS																	
	1	2 Wire Analog Voice Grade Extension Loop - Non-Design			UEAPRX	13.19		31.99	20.02	10.65	1.41			20.35	10.54	13.32	
	2	2 Wire Analog Voice Grade Extension Loop - Non-Design			UEAPRX	17.23		31.99	20.02	10.65	1.41			20.35	10.54	13.32	
	3	2 Wire Analog Voice Grade Extension Loop - Non-Design			UEAPRX	22.53		31.99	20.02	10.65	1.41			20.35	10.54	13.32	
	1	2 Wire Analog Voice Grade Extension Loop - Design			UEAPRX	16.56		75.06	48.20	28.70	17.64			20.35	10.54	13.32	
	2	2 Wire Analog Voice Grade Extension Loop - Design			UEAPRX	21.63		75.06	48.20	28.70	17.64			20.35	10.54	13.32	
	3	2 Wire Analog Voice Grade Extension Loop - Design			UEAPRX	28.28		75.06	48.20	28.70	17.64			20.35	10.54	13.32	
INTEROFFICE TRANSPORT																	