

**Amendment to the Agreement
Between
Lightning Communications, Inc.
and
BellSouth Telecommunications, Inc.
Dated 5/14/2003**

Pursuant to this Amendment, (the "Amendment"), Lightning Communications, Inc. (Lightning Communications), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated 5/14/2003 ("Agreement") to be effective after the date of the last signature executing the Amendment ("Effective Date").

WHEREAS, BellSouth and Lightning Communications entered into the Agreement on 5/14/2003, and;

WHEREAS, BellSouth and Lightning Communications are amending the Adoption of Agreements provision of the Agreement pursuant to the FCC's Second Report and Order, WC Docket No. 01-338, issued on July 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 Section 13 of the General Terms and Conditions and replace it with the following:
 13. Pursuant to 47 USC § 252(i) and 47 C.F.R. § 51.809, BellSouth shall make available to Lightning Communications any entire interconnection agreement filed and approved pursuant to 47 USC § 252. The adopted agreement shall apply to the same states as the agreement that was adopted, and the term of the adopted agreement shall expire on the same date as set forth in the agreement that was adopted.
2. All of the other provisions of the Agreement dated 5/14/2003 shall remain unchanged and 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.

Pick and Choose Amendment
Signature Page

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

BellSouth Telecommunications, Inc.

By: Kristen E. Rowe
Name: Kristen E Rowe
Title: Director
Date: 10/5/04

Lightning Communications, Inc.

By: Milo L. Meacham, Jr.
Name: Milo L. Meacham, Jr.
Title: Sec. Treas
Date: 24 Sept-04