

**Amendment to the Agreement  
Between  
DSL Telecom, Inc.  
and  
BellSouth Telecommunications, Inc.  
Dated 5/24/2003**

Pursuant to this Amendment, (the "Amendment"), DSL Telecom, Inc. (DSL), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated 5/24/2003 ("Agreement") to be effective thirty (30) calendar days after the date of the last signature executing the Amendment.

WHEREAS, BellSouth and DSL entered into the Agreement on 5/24/2003, 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 4.3 and the associated rates as set forth in Exhibit 1 of this Amendment, attached hereto and incorporated herein by this reference.

**4.3.1.1** Where DSL 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 5/24/2003, 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.

## Signature Page

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: 6/17/04

**DSL Telecom, Inc.**

By: 

Name: YADIRA LOPEZ

Title: GM

Date: 6-17-04

UNBUNDLED NETWORK ELEMENTS - Alabama											Attachment: 2		Exhibit: B				
CATEGORY	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-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
									Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)			
										First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE																	
	End Office Switching (Port Usage)																
		End Office Switching Function, Per MOU							0.0007025								
		End Office Trunk Port - Shared, Per MOU							0.0001638								
	Tandem Switching (Port Usage) (Local or Access Tandem)																
		Tandem Switching Function Per MOU							0.000095								
		Tandem Trunk Port - Shared, Per MOU							0.0002015								
		Tandem Switching Function Per MOU (Melded)							0.000040993								
		Tandem Trunk Port - Shared, Per MOU (Melded)							0.000086947								
		Melded Factor: 43.15% of the Tandem Rate															
	Common Transport																
		Common Transport - Per Mile, Per MOU							0.0000023								
		Common Transport - Facilities Termination Per MOU							0.0003224								

UNBUNDLED NETWORK ELEMENTS - Florida											Attachment: 2		Exhibit: B				
CATEGORY	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-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
									Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)			
										First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE																	
	End Office Switching (Port Usage)																
		End Office Switching Function, Per MOU							0.0007662								
		End Office Trunk Port - Shared, Per MOU							0.000164								
	Tandem Switching (Port Usage) (Local or Access Tandem)																
		Tandem Switching Function Per MOU							0.0001319								
		Tandem Trunk Port - Shared, Per MOU							0.000235								
		Tandem Switching Function Per MOU (Melded)							0.000027185								
		Tandem Trunk Port - Shared, Per MOU (Melded)							0.000048434								
		Melded Factor: 20.61% of the Tandem Rate															
	Common Transport																
		Common Transport - Per Mile, Per MOU							0.0000035								
		Common Transport - Facilities Termination Per MOU							0.0004372								

UNBUNDLED NETWORK ELEMENTS - Georgia											Attachment: 2		Exhibit: B				
CATEGORY	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-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
									Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)			
										First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE																	
	End Office Switching (Port Usage)																
		End Office Switching Function, Per MOU							0.0006153								
		End Office Trunk Port - Shared, Per MOU							0.0001226								
	Tandem Switching (Port Usage) (Local or Access Tandem)																
		Tandem Switching Function Per MOU							0.0000972								
		Tandem Trunk Port - Shared, Per MOU							0.0001557								
		Tandem Switching Function Per MOU (Melded)							0.000017904								
		Tandem Trunk Port - Shared, Per MOU (Melded)							0.00002868								
		Melded Factor: 18.42% of the Tandem Rate															
	Common Transport																
		Common Transport - Per Mile, Per MOU							0.0000027								
		Common Transport - Facilities Termination Per MOU							0.0001914								

UNBUNDLED NETWORK ELEMENTS - Kentucky											Attachment: 2		Exhibit: B	
CATEGORY	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-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l		
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)			
							First	Add'l	First	Add'l	SOME C	SOMAN		
											SOMAN	SOMAN		
UNBUNDLED LOCAL SWITCHING, PORT USAGE														
	End Office Switching (Port Usage)													
	End Office Switching Function, Per MOU					0.0011971								
	End Office Trunk Port - Shared, Per MOU					0.0002112								
	Tandem Switching (Port Usage) (Local or Access Tandem)													
	Tandem Switching Function Per MOU					0.000194								
	Tandem Trunk Port - Shared, Per MOU					0.0002416								
	Tandem Switching Function Per MOU (Melded)					0.000094381								
	Tandem Trunk Port - Shared, Per MOU (Melded)					0.000117538								
	Melded Factor: 48.65% of the Tandem Rate													
	Common Transport													
	Common Transport - Per Mile, Per MOU					0.000003								
	Common Transport - Facilities Termination Per MOU					0.0007466								

UNBUNDLED NETWORK ELEMENTS - Louisiana											Attachment: 2		Exhibit: B						
CATEGORY	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-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l			
									Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)					
										First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE																			
	End Office Switching (Port Usage)																		
		End Office Switching Function, Per MOU							0.001868										
		End Office Trunk Port - Shared, Per MOU							0.00018										
	Tandem Switching (Port Usage) (Local or Access Tandem)																		
		Tandem Switching Function Per MOU							0.0001067										
		Tandem Trunk Port - Shared, Per MOU							0.000222										
		Tandem Switching Function Per MOU (Melded)							0.000035296										
		Tandem Trunk Port - Shared, Per MOU (Melded)							0.000073438										
		Melded Factor: 33.08% of the Tandem Rate																	
	Common Transport																		
		Common Transport - Per Mile, Per MOU							0.0000032										
		Common Transport - Facilities Termination Per MOU							0.0003748										

UNBUNDLED NETWORK ELEMENTS - Mississippi												Attachment: 2		Exhibit: B	
CATEGORY	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-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l			
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)				
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE															
	End Office Switching (Port Usage)														
	End Office Switching Function, Per MOU					0.0010269									
	End Office Trunk Port - Shared, Per MOU					0.000161									
	Tandem Switching (Port Usage) (Local or Access Tandem)														
	Tandem Switching Function Per MOU					0.0001723									
	Tandem Trunk Port - Shared, Per MOU					0.0001828									
	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														
	Common Transport														
	Common Transport - Per Mile, Per MOU					0.0000026									
	Common Transport - Facilities Termination Per MOU					0.0004541									



UNBUNDLED NETWORK ELEMENTS - North Carolina											Attachment: 2		Exhibit: B	
CATEGORY	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-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l		
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)			
							First	Add'l	First	Add'l	SOME C	SOMAN		
											SOMAN	SOMAN		
UNBUNDLED LOCAL SWITCHING, PORT USAGE														
	End Office Switching (Port Usage)													
	End Office Switching Function, Per MOU					0.0015								
	End Office Trunk Port - Shared, Per MOU					0.00023								
	Tandem Switching (Port Usage) (Local or Access Tandem)													
	Tandem Switching Function Per MOU					0.0006								
	Tandem Trunk Port - Shared, Per MOU					0.0003								
	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													
	Common Transport													
	Common Transport - Per Mile, Per MOU					0.00001								
	Common Transport - Facilities Termination Per MOU					0.00034								

UNBUNDLED NETWORK ELEMENTS - South Carolina											Attachment: 2		Exhibit: B						
CATEGORY	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-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l		
									Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)					
										First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE																			
	End Office Switching (Port Usage)																		
		End Office Switching Function, Per MOU							0.0010519										
		End Office Trunk Port - Shared, Per MOU							0.0002136										
	Tandem Switching (Port Usage) (Local or Access Tandem)																		
		Tandem Switching Function Per MOU							0.0001634										
		Tandem Trunk Port - Shared, Per MOU							0.0002863										
		Tandem Switching Function Per MOU (Melded)							0.00004951										
		Tandem Trunk Port - Shared, Per MOU (Melded)							0.000086749										
		Melded Factor: 30.30% of the Tandem Rate																	
	Common Transport																		
		Common Transport - Per Mile, Per MOU							0.0000045										
		Common Transport - Facilities Termination Per MOU							0.0004095										

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