

**Amendment to the Agreement
Between
DukeNet Communications, LLC
and
BellSouth Telecommunications, Inc.**

Pursuant to this Amendment, (the "Amendment"), DukeNet Communications, LLC ("DukeNet"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties effective February 29, 2004 ("Agreement") to be effective on the date of the last signature executing the Amendment.

WHEREAS, BellSouth and DukeNet entered into the Agreement effective on February 29, 2004, 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. Revise General Terms and Conditions Section 20.1, Notices, to reflect the following contact information for DukeNet:

DukeNet Communications, LLC

Primary Contact:

Tony Cockerham
Vice President, Engineering & Operations
400 S. Tryon Street ST29C
Charlotte, NC 28202
Tel: 704-382-5247
Fax: 704-382-3534
Email: arcocker@duke-energy.com

and

Legal Contact:

Anders Torning
Assistant General Counsel
Duke Energy Corporation
422 South Church Street PB05E
Charlotte, NC 28202
Tel: 980-373-4465
Fax: 704-382-8137
Email: atorning@duke-energy.com

2. Except as modified by this Amendment, the terms and conditions of the Agreement, effective on February 29, 2004, shall remain in full force and effect and all references therein to the "Agreement" shall be deemed to mean the Agreement as amended by this Amendment..

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 Amendment the day and year written below.

BellSouth Telecommunications, Inc.

By: 

Name: Kristen E. Rowe

Title: Director

Date: 10/13/04

DukeNet Communications, LLC

By: 

Name: W. Bradley Davis

Title: President

Date: 9/21/04