

**Amendment to the Agreement
Between
US LEC of Tennessee Inc.
and
BellSouth Telecommunications, Inc.
Dated June 20, 2004**

Pursuant to this Amendment, (the "Amendment"), US LEC of Tennessee Inc. ("US LEC"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated June 20, 2004 ("Agreement") to be effective the date of the last signature executing the Amendment ("Effective Date").

WHEREAS, BellSouth and US LEC entered into the Agreement on June 20, 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. The Parties agree to add Switch-As-Is Conversion rates to Attachment 2, Exhibit A, for the rate elements reflected in Exhibit 1, attached hereto and incorporated herein.
2. All of the other provisions of the Agreement, dated June 20, 2004, 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 Amendment the day and year written below.

BellSouth Telecommunications, Inc.

US LEC of Tennessee Inc.

By: 

By: 

est Name: Kristen Shore

Name: Wanda G. Montano

Title: Director

Title: Vice President-Regulatory and Industry Affairs

Date: 12-1-2005

Date: December 1, 2005

UNBUNDLED NETWORK ELEMENTS - Kentucky											Attachment: 2 Exh. A				
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						
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED EXCHANGE ACCESS LOOP															
2-WIRE ANALOG VOICE GRADE LOOP															
	Switch-As-Is Conversion rate per UNE Loop, Single LSR, (per DS0)			UEA, NTCVG	URES L		24.96	3.52							
	Switch-As-Is Conversion rate per UNE Loop, Spreadsheet, (per DS0)			UEA, NTCVG	URES P		26.44	5.01							
4-WIRE ANALOG VOICE GRADE LOOP															
	Switch-As-Is Conversion rate per UNE Loop, Single LSR, (per DS0)			UEA, NTCVG	URES L		24.96	3.52							
	Switch-As-Is Conversion rate per UNE Loop, Spreadsheet, (per DS0)			UEA, NTCVG	URES P		26.44	5.01							
4-WIRE DS1 DIGITAL LOOP															
	Switch-As-Is Conversion rate per UNE Loop, Single LSR, (per DS1)			USL, NTC D1	URES L		24.96	3.52							
	Switch-As-Is Conversion rate per UNE Loop, Spreadsheet, (per DS1)			USL, NTC D1	URES P		26.44	5.01							
4-WIRE 19.2, 56 OR 64 KBPS DIGITAL GRADE LOOP															
	Switch-As-Is Conversion rate per UNE Loop, Single LSR, (per DS0)			UDL, NTCUD	URES L		24.96	3.52							
	Switch-As-Is Conversion rate per UNE Loop, Spreadsheet, (per DS0)			UDL, NTCUD	URES P		26.44	5.01							
ADDITIONAL NETWORK ELEMENTS															
When used as a part of a currently combined facility, the non-recurring charges do not apply, but a Switch As Is charge does apply.															
When used as ordinarily combined network elements in All States, the non-recurring charges apply and the Switch As Is Charge does not.															
Nonrecurring Currently Combined Network Elements "Switch As Is" Charge															
Optional Features & Functions:															
	Wholesale to UNE, Switch-As-Is Conversion Charge			UNCVX, UNCDX, UNC1X, UNC3X, UNCSX	UNCCC		8.98	8.98	11.17	11.17					
	Unbundled Misc Rate Element, SNE SAI, Single Network Element - Switch As Is Non-recurring Charge, per circuit			U1TVX, U1TDX, U1TD1, U1TD3, U1TS1, UDF, UE3	URES L		36.80	16.10							
	Unbundled Misc Rate Element, SNE SAI, Single Network Element - Switch As Is Non-recurring Charge, incremental charge per circuit on a spreadsheet			U1TVX, U1TDX, U1TD1, U1TD3, U1TS1, UDF, UE3	URES P		1.49	1.49							