Amendment to the Agreement Between FeroNetworks, Inc. and BellSouth Telecommunications, Inc. Dated December 22, 2002

Pursuant to this Amendment, (the "Amendment"), FeroNetworks, Inc. ("FeroNetworks"), 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 22, 2002 ("Agreement") to be effective thirty (30) days after the date of the last signature executing the Amendment.

WHEREAS, BellSouth and FeroNetworks entered into the Agreement on December 22, 2002, and;

WHEREAS, both Parties agree that an initial New Installation of a 2-Wire Port/Loop Combination- Residence line provisioned at a Location where QuickServe is available on the line shall incur a QuickServe Non-Recurring Charge (NRC) at the NRC Currently Combined Conversion Rate set forth in the Agreement and that any initial New Installation of a 2-Wire Port/Loop Combination - Residence line provisioned at a location where QuickServe is not available, shall incur the Not Currently Combined NRC, First and Additional rates set forth in the Agreement;

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 incorporate into Attachment 2 of the Agreement the rates and USOCs as set forth in Exhibit 1 of this Amendment attached hereto and incorporated herein by this reference.
- 2. All of the other provisions of the Agreement, dated December 22, 2002, 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.

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

BellSouth Telecommunications, Inc.

t. I.V. By:

Name: Kristen Rowe

Title: Director 11/24/04 Date:

Ву: (For (usue,
Name:	Don	Catrier
Title:	VP/C	00
Date:	11-10 -	-04

FeroNetworks, Inc.

Version: QuickServe Amendment - Standard ICA 09/29/04

[CCCS Amendment 2 of 20]

UNE	BUNE	DLED N	ETWORK ELEMENTS - Alabama												Attach	ment: 2	Exhil	bit: A
													Svc Order	Svc Order	Incremental	Incremental	Incremental	Incremental
													Submitted	Submitted	Charge -	Charge -	Charge -	Charge -
				Interi									Elec	Manually	Manual Svc	Manual Svc	Manual Svc	Manual Svc
CAT	EGC	ORY	RATE ELEMENTS	m	Zone	BCS	USOC			RATES (\$)			per LSR	per LSR	Order vs.	Order vs.	Order vs.	Order vs.
															Electronic-	Electronic-	Electronic-	Electronic-
															1st	Add'l	Disc 1st	Disc Add'l
	1							_	Nonred	urring	Nonrecurring	Disconnect			OSS	Rates (\$)		
								Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNE	BUND	DLED P	ORT/LOOP COMBINATIONS - COST BASED RATES															
	Ν	NONRE	CURRING CHARGES (NRCs) - CURRENTLY COMBINED															
			2-Wire Voice Grade Loop / Line Port Platform - Installation															
			Charge at QuickService location - Not Conversion of Existing															
			Service			UEPRX	URECC		0.10									

UNBU	NDLED N	ETWORK ELEMENTS - Florida												Attach	nent: 2	Exhi	bit: A
												Svc Order	Svc Order	Incremental	Incremental	Incremental	Incremental
												Submitted	Submitted	Charge -	Charge -	Charge -	Charge -
			Interi									Elec	Manually	Manual Svc	Manual Svc	Manual Svc	Manual Svc
CATEO	SORY	RATE ELEMENTS	m	Zone	BCS	USOC			RATES (\$)			per LSR	per LSR	Order vs.	Order vs.	Order vs.	Order vs.
														Electronic-	Electronic-	Electronic-	Electronic-
														1st	Add'l	Disc 1st	Disc Add'l
							D	Nonred	urring	Nonrecurring	Disconnect			OSS	Rates (\$)		
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBU	NDLED P	ORT/LOOP COMBINATIONS - COST BASED RATES															
	NONRE	CURRING CHARGES (NRCs) - CURRENTLY COMBINED															
		2-Wire Voice Grade Loop / Line Port Platform - Installation															
		Charge at QuickService location - Not Conversion of Existing															
		Service			UEPRX	URECC		0.102									

UNBU	NDLED N	ETWORK ELEMENTS - Georgia												Attach	ment: 2	Exhi	bit: A
												Svc Order	Svc Order	Incremental	Incremental	Incremental	Incremental
												Submitted	Submitted	Charge -	Charge -	Charge -	Charge -
			Interi									Elec	Manually	Manual Svc	Manual Svc	Manual Svc	Manual Svc
CATEC	GORY	RATE ELEMENTS	m	Zone	BCS	USOC			RATES (\$)			per LSR	per LSR	Order vs.	Order vs.	Order vs.	Order vs.
														Electronic-	Electronic-	Electronic-	Electronic-
														1st	Add'l	Disc 1st	Disc Add'l
							Bee	Nonred	urring	Nonrecurring	g Disconnect			OSS	Rates (\$)		
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBU	NDLED P	ORT/LOOP COMBINATIONS - COST BASED RATES															
	NONRE	CURRING CHARGES (NRCs) - CURRENTLY COMBINED															
		2-Wire Voice Grade Loop / Line Port Platform - Installation															
		Charge at QuickService location - Not Conversion of Existing															
		Service			UEPRX	URECC		0.10									

UNB	UNDLED	NETWORK ELEMENTS - Kentucky												Attach	ment: 2	Exhi	bit: A
												Svc Order	Svc Order	Incremental	Incremental	Incremental	Incremental
												Submitted	Submitted	Charge -	Charge -	Charge -	Charge -
			Interi									Elec	Manually	Manual Svc	Manual Svc	Manual Svc	Manual Svc
CAT	EGORY	RATE ELEMENTS	m	Zone	BCS	USOC			RATES (\$)			per LSR	per LSR	Order vs.	Order vs.	Order vs.	Order vs.
														Electronic-	Electronic-	Electronic-	Electronic-
														1st	Add'l	Disc 1st	Disc Add'l
							_	Nonrec	urring	Nonrecurring	Disconnect			OSS	Rates (\$)		1
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNB	UNDLED	PORT/LOOP COMBINATIONS - COST BASED RATES															
	NON	RECURRING CHARGES (NRCs) - CURRENTLY COMBINED															
		2-Wire Voice Grade Loop / Line Port Platform - Installation															
		Charge at QuickService location - Not Conversion of Existing															
		Service			UEPRX	URECC		0.10									

UNBU	NDLED N	ETWORK ELEMENTS - Louisiana												Attach	ment: 2	Exhi	bit: A
												Svc Order	Svc Order	Incremental	Incremental	Incremental	Incremental
												Submitted	Submitted	Charge -	Charge -	Charge -	Charge -
			Interi									Elec	Manually	Manual Svc	Manual Svc	Manual Svc	Manual Svc
CATEO	GORY	RATE ELEMENTS	m	Zone	BCS	USOC			RATES (\$)			per LSR	per LSR	Order vs.	Order vs.	Order vs.	Order vs.
														Electronic-	Electronic-	Electronic-	Electronic-
														1st	Add'l	Disc 1st	Disc Add'l
	1						D	Nonrec	urring	Nonrecurring	g Disconnect			OSS	Rates (\$)		
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBU	NDLED P	ORT/LOOP COMBINATIONS - COST BASED RATES															
	NONRE	CURRING CHARGES (NRCs) - CURRENTLY COMBINED															
		2-Wire Voice Grade Loop / Line Port Platform - Installation															
		Charge at QuickService location - Not Conversion of Existing															
		Service			UEPRX	URECC		0.10									

U	BUN	DLED N	ETWORK ELEMENTS - Mississippi												Attach	ment: 2	Exhi	bit: A
													Svc Order	Svc Order	Incremental	Incremental	Incremental	Incremental
													Submitted	Submitted	Charge -	Charge -	Charge -	Charge -
				Interi									Elec	Manually	Manual Svc	Manual Svc	Manual Svc	Manual Svc
C/	TEGO	ORY	RATE ELEMENTS	m	Zone	BCS	USOC			RATES (\$)			per LSR	per LSR	Order vs.	Order vs.	Order vs.	Order vs.
															Electronic-	Electronic-	Electronic-	Electronic-
															1st	Add'l	Disc 1st	Disc Add'l
-									Nonrec	urrina	Nonrecurring	Disconnect			OSS	Rates (\$)		
								Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
U	BUND	DLED P	ORT/LOOP COMBINATIONS - COST BASED RATES															
	I	NONRE	CURRING CHARGES (NRCs) - CURRENTLY COMBINED															
			2-Wire Voice Grade Loop / Line Port Platform - Installation															
			Charge at QuickService location - Not Conversion of Existing															
			Service			UEPRX	URECC		0.0988									

UNBUN	IDLED N	ETWORK ELEMENTS - North Carolina												Attach	ment: 2	Exhi	bit: A
												Svc Order	Svc Order	Incremental	Incremental	Incremental	Incremental
												Submitted	Submitted	Charge -	Charge -	Charge -	Charge -
			Interi									Elec	Manually	Manual Svc	Manual Svc	Manual Svc	Manual Svc
CATEG	IORY	RATE ELEMENTS	m	Zone	BCS	USOC			RATES (\$)			per LSR	per LSR	Order vs.	Order vs.	Order vs.	Order vs.
												-	-	Electronic-	Electronic-	Electronic-	Electronic-
														1st	Add'l	Disc 1st	Disc Add'l
								Nonrec	urrina	Nonrecurring	Disconnect			OSS	Rates (\$)		
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUN	IDLED P	PORT/LOOP COMBINATIONS - COST BASED RATES															
	NONRE	CURRING CHARGES (NRCs) - CURRENTLY COMBINED															
		2-Wire Voice Grade Loop / Line Port Platform - Installation															
		Charge at QuickService location - Not Conversion of Existing															
		Service			UEPRX	URECC		2.77									

UN	BUND	DLED N	ETWORK ELEMENTS - South Carolina												Attach	ment: 2	Exhi	bit: A
													Svc Order	Svc Order	Incremental	Incremental	Incremental	Incremental
													Submitted	Submitted	Charge -	Charge -	Charge -	Charge -
				Interi									Elec	Manually	Manual Svc	Manual Svc	Manual Svc	Manual Svc
CA	TEGC	ORY	RATE ELEMENTS	m	Zone	BCS	USOC			RATES (\$)			per LSR	per LSR	Order vs.	Order vs.	Order vs.	Order vs.
															Electronic-	Electronic-	Electronic-	Electronic-
														1st	Add'l	Disc 1st	Disc Add'l	
									Nonrec	urring	Nonrecurring	n Disconnect			055	Rates (\$)		
-								Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
									11130	Add I	THOU	Addi	COMILO	COMAN	COMAN	COMPAN	COMPAN	COMPAR
UN	BUNC	DLED P	ORT/LOOP COMBINATIONS - COST BASED RATES															
	٩	NONRE	CURRING CHARGES (NRCs) - CURRENTLY COMBINED															
			2-Wire Voice Grade Loop / Line Port Platform - Installation															
			Charge at QuickService location - Not Conversion of Existing															
			Service			UEPRX	URECC		0.10									

UNBU	NDLED N	ETWORK ELEMENTS - Tennessee												Attach	ment: 2	Exhi	bit: A
												Svc Order	Svc Order	Incremental	Incremental	Incremental	Incremental
												Submitted	Submitted	Charge -	Charge -	Charge -	Charge -
			Interi									Elec	Manually	Manual Svc	Manual Svc	Manual Svc	Manual Svc
CATEC	GORY	RATE ELEMENTS	m	Zone	BCS	USOC			RATES (\$)			per LSR	per LSR	Order vs.	Order vs.	Order vs.	Order vs.
														Electronic-	Electronic-	Electronic-	Electronic-
														1st	Add'l	Disc 1st	Disc Add'l
							Rec	Nonrecurring		Nonrecurring	Disconnect			OSS	Rates (\$)	1	1
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBU	NDLED P	ORT/LOOP COMBINATIONS - COST BASED RATES															
	NONRE	CURRING CHARGES (NRCs) - CURRENTLY COMBINED															
		2-Wire Voice Grade Loop / Line Port Platform - Installation															
		Charge at QuickService location - Not Conversion of Existing															
		Service			UEPRX	URECC		1.03					15.69				

UNE	UNDLE	NETWORK ELEMENTS - Alabama												Attach	ment: 2	Exhi	bit: A
												Submitted		Charge -	Charge -	Charge -	Charge -
			Interi	_								Elec				Manual Svc	Manual Svc
CA	EGORY	RATE ELEMENTS	m	Zone	BCS	USOC			RATES (\$)			per LSR	per LSR	Order vs.	Order vs.	Order vs.	Order vs.
														Electronic-	Electronic-	Electronic-	Electronic-
														1st	Add'l	Disc 1st	Disc Add'l
							Rec	Nonred	curring	Nonrecurring	Disconnect			OSS	Rates (\$)		
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
																	1
	Note	This page is intentionally left blank.															
																	ļ
																	i

UNBUN	IDLED N	ETWORK ELEMENTS - Florida												Attach	ment: 2	Exhi	bit: A
												Svc Order	Svc Order	Incremental	Incremental	Incremental	Incremental
												Submitted	Submitted	Charge -	Charge -	Charge -	Charge -
			Interi									Elec	Manually	Manual Svc	Manual Svc	Manual Svc	Manual Svc
CATEG	ORY	RATE ELEMENTS	m	Zone	BCS	USOC			RATES (\$)			per LSR	per LSR	Order vs.	Order vs.	Order vs.	Order vs.
														Electronic-	Electronic-	Electronic-	Electronic-
														1st	Add'l	Disc 1st	Disc Add'l
							Rec	Nonreo	curring	Nonrecurring	g Disconnect			OSS	Rates (\$)	1	
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUN	IDLED P	ORT/LOOP COMBINATIONS - MARKET RATES															
		CURRING CHARGES (NRCs) - CURRENTLY COMBINED															
		2-Wire Voice Grade Loop / Line Port Platform - Installation															
		Charge at QuickService location - Not Conversion of Existing															
		Service			UEPRX	URECC		41.50									
												1					

UNB	BUNDLED NETWORK ELEMENTS - Georgia														Attachment: 2		bit: A
												Svc Order	Svc Order	Incremental	Incremental	Incremental	Incremental
												Submitted	Submitted	Charge -	Charge -	Charge -	Charge -
			Interi									Elec	Manually	Manual Svc	Manual Svc	Manual Svc	Manual Svc
CATE	GORY	RATE ELEMENTS	m	Zone	BCS	USOC		RATES (\$)						Order vs.	Order vs.	Order vs.	Order vs.
														Electronic-	Electronic-	Electronic-	Electronic-
														1st	Add'l	Disc 1st	Disc Add'l
							Rec	Nonree	urring	Nonrecurring	Nonrecurring Disconnect			OSS	Rates (\$)		
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNB	INDLED F	PORT/LOOP COMBINATIONS - MARKET RATES															
	NONRE	CURRING CHARGES (NRCs) - CURRENTLY COMBINED															
		2-Wire Voice Grade Loop / Line Port Platform - Installation															
		Charge at QuickService location - Not Conversion of Existing															
		Service			UEPRX	URECC		41.50									

UNBU	BUNDLED NETWORK ELEMENTS - Kentucky														Attachment: 2		bit: A
														Incremental	Incremental	Incremental	Incremental
												Submitted		Charge -	Charge -	Charge -	Charge -
			Interi									Elec	Manually	Manual Svc	Manual Svc	Manual Svc	Manual Svc
CATE	GORY	RATE ELEMENTS	m	Zone	BCS	USOC			RATES (\$)			per LSR	per LSR	Order vs.	Order vs.	Order vs.	Order vs.
														Electronic-	Electronic-	Electronic-	Electronic-
														1st	Add'l	Disc 1st	Disc Add'l
							Dee	Nonreo	urring	Nonrecurring Disconnect				OSS	Rates (\$)		1
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	Note: 1	This page is intentionally left blank.															

UNBUN	IDLED N	ETWORK ELEMENTS - Louisiana												Attach	ment: 2	Exhi	bit: A
												Svc Order	Svc Order	Incremental	Incremental	Incremental	Incremental
												Submitted			Charge -	Charge -	Charge -
								Elec	Manually	Manual Svc	Manual Svc	Manual Svc	Manual Svc				
CATEG	CATEGORY RATE ELEMENTS			Zone	BCS	USOC			RATES (\$)			per LSR	per LSR	Order vs.	Order vs.	Order vs.	Order vs.
														Electronic-	Electronic-	Electronic-	Electronic-
												1st	Add'l	Disc 1st	Disc Add'l		
							Rec	Nonred	curring	Nonrecurring			OSS	Rates (\$)	<u>,</u> I		
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUN	IDLED P	ORT/LOOP COMBINATIONS - MARKET RATES															
		CURRING CHARGES (NRCs) - CURRENTLY COMBINED															
		2-Wire Voice Grade Loop / Line Port Platform - Installation															
		Charge at QuickService location - Not Conversion of Existing															
		Service			UEPRX	URECC		41.50									
1																	

UNBUN	UNDLED NETWORK ELEMENTS - Mississippi														ment: 2	Exhibit: A	
												Svc Order	Svc Order	Incremental	Incremental	Incremental	Incremental
												Submitted	Submitted	Charge -	Charge -	Charge -	Charge -
			Interi					Elec	Manually	Manual Svc	Manual Svc	Manual Svc	Manual Svc				
CATEG	ORY	RATE ELEMENTS	m	Zone	BCS	USOC		per LSR	per LSR	Order vs.	Order vs.	Order vs.	Order vs.				
													-	Electronic-	Electronic-	Electronic-	Electronic-
														1st	Add'l	Disc 1st	Disc Add'l
							Rec	Nonree	curring	Nonrecurring	g Disconnect			OSS	Rates (\$)	<u> </u>	
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	Note:	This page is intentionally left blank.															
			ļ														
										ļ							
																	ļ!
1			1	1												l ,	

UNBUN	NBUNDLED NETWORK ELEMENTS - North Carolina														Attachment: 2		bit: A
												Svc Order	Svc Order	Incremental	Incremental	Incremental	Incremental
												Submitted	Submitted	Charge -	Charge -	Charge -	Charge -
			Interi									Elec	Manually	Manual Svc	Manual Svc	Manual Svc	Manual Svc
CATEG	ORY	RATE ELEMENTS	m	Zone	BCS	USOC		RATES (\$)						Order vs.	Order vs.	Order vs.	Order vs.
														Electronic-	Electronic-	Electronic-	Electronic-
														1st	Add'l	Disc 1st	Disc Add'l
								Nonrec	urring	Nonrecurring	Disconnect			OSS Rates (\$)			
							Rec	First	Add'l	First Add'l		SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
									,		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	00					
UNBUN	DLED P	ORT/LOOP COMBINATIONS - MARKET RATES										1					
	NONRE	CURRING CHARGES (NRCs) - CURRENTLY COMBINED	1														
		2-Wire Voice Grade Loop / Line Port Platform - Installation															
		Charge at QuickService location - Not Conversion of Existing															
		Service			UEPRX	URECC		41.50									

UNBUI	JNDLED NETWORK ELEMENTS - South Carolina															Exhi	bit: A
												Svc Order	Svc Order	Incremental	Incremental	Incremental	Incremental
												Submitted			Charge -	Charge -	Charge -
			Interi									Elec	Manually	Manual Svc	Manual Svc	Manual Svc	Manual Svc
CATEO	SORY	RATE ELEMENTS	m	Zone	BCS	USOC			RATES (\$)			per LSR	per LSR	Order vs.	Order vs.	Order vs.	Order vs.
										Electronic-	Electronic-	Electronic-	Electronic-				
														1st	Add'l	Disc 1st	Disc Add'l
							Rec	Nonreo	curring	Nonrecurring	g Disconnect			OSS	Rates (\$)	1	
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	Note: 1	This page is intentionally left blank.															
										ļ							
	1		1	1 1						1	1	1				1	

UNBU	BUNDLED NETWORK ELEMENTS - Tennessee														Attachment: 2		bit: A
												Svc Order	Svc Order	Incremental	Incremental	Incremental	Incremental
												Submitted	Submitted	Charge -	Charge -	Charge -	Charge -
			Interi					RATES (\$)						Manual Svc	Manual Svc	Manual Svc	Manual Svc
CATE	GORY	RATE ELEMENTS	m	Zone	BCS	USOC								Order vs.	Order vs.	Order vs.	Order vs.
														Electronic-	Electronic-	Electronic-	Electronic-
														1st	Add'l	Disc 1st	Disc Add'l
							Rec	Nonrecurring		Nonrecurring	g Disconnect			OSS	Rates (\$)		1
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBU	NDLED P	PORT/LOOP COMBINATIONS - MARKET RATES															
	NONRE	CURRING CHARGES (NRCs) - CURRENTLY COMBINED															
		2-Wire Voice Grade Loop / Line Port Platform - Installation															
		Charge at QuickService location - Not Conversion of Existing															
		Service			UEPRX	URECC		41.50					15.69				