

AMENDMENT
TO THE
INTERCONNECTION AGREEMENT BETWEEN
RHYTHMS LINKS, INC. and
BELLSOUTH TELECOMMUNICATIONS, INC.
DATED January 8, 1999.

Pursuant to this Agreement (the "Amendment"), BellSouth Telecommunications, Inc. ("BellSouth") and Rhythms Links Inc. ("Rhythms"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement, for the states of AL, FL, GA, KY, LA (Certification Number TSP00336), MS, NC, SC and TN, between the Parties dated January 8, 1999 ("Interconnection 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, BellSouth and Rhythms hereby covenant and agree as follows:

1. Attachment 2 of the Interconnection Agreement is hereby amended to include a new section 2.4 as follows:
 - 2.4 An IDSL-Compatible Loop
 - 2.4.1 Due to technical limitations associated with certain DLC systems, certain ports on DLC systems do not support ISDN Digital Subscriber Lines (IDSL).
 - 2.4.2 BellSouth will offer the IDSL-Compatible loop as a part of their Unbundled Digital Loop offerings, as an xDSL capable loop. The IDSL-Compatible loop, sometimes referred to as a UDC loop within BellSouth at the time of this addendum, is compatible with IDSL service and has the same physical characteristics and transmission specifications as BellSouth's ISDN-capable loop. The technical specifications which govern this loop are those set forth in BellSouth's TR73600, which is in effect on the date of execution of this amendment.
 - 2.4.3 Like the ISDN-capable loop, the IDSL-Compatible loop may be provisioned on copper or through a DLC system. However, when IDSL-Compatible loops are provisioned using a DLC system, BellSouth will ensure that they are only provisioned on time slots that are compatible with data-only services such as IDSL.

