AMENDMENT
TO THE
COLLOCATION AGREEMENT BETWEEN
PATHNET, INC. AND
BELLSOUTH TELECOMMUNICATIONS, INC.
DATED JULY 29, 1999

Pursuant to this Amendment, (the "Amendment") Pathnet, Inc. and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Collocation Agreement between the Parties dated August 24, 1999 ("Collocation Agreement").

NOW THEREFORE, in consideration of the mutual promises and covenants contained herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

1. Section 2.7 of the Collocation Agreement is hereby deleted in its entirety and replaced with the following new Section 2.7:

    2.7   State/Federal Agency Procedures. Notwithstanding the foregoing, should any state or federal regulatory agency impose procedures or intervals of general application or through arbitration of Pathnet's Agreement, different from procedures or intervals set forth in this Agreement, whether now in effect or that become effective after execution of this Agreement, those procedures or intervals shall automatically supersede the requirements set forth herein for that jurisdiction unless otherwise agreed to by the Parties.

2. All of the other provisions of the Collocation Agreement, dated July 29, 1999, shall remain in full force and effect.

3. Either or both of the Parties are authorized to submit this Amendment to each Public Service Commission for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below.

Pathnet, Inc.   **BellSouth Telecommunications, Inc.**

By: Signature on File   By: Signature on File

Name: J. Alfred Baird   Name: Jerry Hendrix

Title: Vice President Access Policy & Plnning   Title: Senior Director

Date: 5/9/2000   Date: 5/10/00