

**AMENDMENT
TO THE
AGREEMENT BETWEEN
BLUESTAR NETWORKS, INC. AND
BELLSOUTH TELECOMMUNICATIONS, INC.
DATED AUGUST 8, 2000
KENTUCKY**

Pursuant to this Agreement, (the “Amendment”), BlueStar Networks, Inc. (“BlueStar”) and BellSouth Telecommunications, Inc. (“BellSouth”), hereinafter referred to collectively as the “Parties,” hereby agree to amend that certain Interconnection Agreement between the Parties dated August 8, 2000 (“Agreement”).

WHEREAS, BellSouth and BlueStar entered into an Interconnection Agreement on August 8, 2000, 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 Unbundled Copper Loop (UCL) rates are hereby revised as follows and are interim rates subject to true-up from January 27, 2000 to the date on which permanent rates are ordered by the appropriate state commission.

	USOC	KY
2-Wire Unbundled Cooper Loop/Short (< or = 18kft), without Manual SI & Fac Res		
Recurring-Zone 1, per month	UCLPW	\$14.94
Recurring-Zone 2, per month	UCLPW	\$15.15
Recurring-Zone 3, per month	UCLPW	\$15.73
Non-Recurring, 1 st	UCLPW	\$203.39
Non-Recurring, Add'l	UCLPW	\$127.56
2-Wire Unbundled Cooper Loop/Long (> 18kft), without Manual SI & Fac Res		
Recurring-Zone 1, per month	UCL2W	\$36.19
Recurring-Zone 2, per month	UCL2W	\$49.31

Recurring-Zone 3, per month	UCL2W	\$80.78
Non-Recurring, 1 st	UCL2W	\$190.00
Non-Recurring, Add'l	UCL2W	\$114.17

2. All of the other provisions of the Agreement, dated August 8, 2000 shall remain in full force and effect.
3. Either or both of the Parties is 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 hereto have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below.

BlueStar Networks, Inc.

BellSouth Telecommunications, Inc.

By: Signature on File

By: Signature on File

Name: Robert E. Dupuis

Name: C. W. Boltz

Title: CEO

Title: Managing Director

Date: 1-24-01

Date: 1-26-01