

**AMENDMENT
TO THE
AGREEMENT BETWEEN
BLUESTAR NETWORKS, INC.
BELLSOUTH TELECOMMUNICATIONS, INC.
DATED DECEMBER 28, 1999
(Florida, Georgia, Kentucky, Tennessee)**

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 December 28, 1999 ("Agreement").

WHEREAS, BellSouth and BlueStar entered into an Interconnection Agreement on December 28, 1999, 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. Section __ of the General Terms and Conditions is hereby amended to delete the state of Kentucky. This Agreement no longer applies to the state of Kentucky. The Parties have entered into another Agreement for the state of Kentucky dated August 8, 2000.

2. All of the other provisions of the Agreement, dated December 28, 1999, 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 of File

Name: Norton Cutler

Name: Jerry Hendrix

Title: _____

Title: Senior Director

Date: _____

Date: 10/25/00