

**AMENDMENT
TO THE
AGREEMENT BETWEEN
QUANTUMSHIFT COMMUNICATIONS, INC.
AND
BELLSOUTH TELECOMMUNICATIONS, INC.
DATED MAY 18, 2001**

Pursuant to this Amendment, (the "Amendment"), QuantumShift Communications, Inc. ("QuantumShift"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated May 18, 2001 ("Agreement").

WHEREAS, BellSouth and QuantumShift entered into the Agreement on May 18, 2001, 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 second WHEREAS clause on Page 1 of the General Terms and Conditions of the Agreement is deleted and replaced with the following language:

WHEREAS, QuantumShift is or seeks to become a CLEC authorized to provide telecommunications services in the states of Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina and Tennessee; and
2. The Parties hereby mutually agree to delete Section 2.1 of General Terms and Conditions and replace with the following, incorporated herein by this reference:

2.1 The term of this Agreement shall be three years, beginning on May 18, 2001 and shall apply to the state(s) of Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina and Tennessee.
3. The Parties hereby mutually agree to delete Section 11.1 of Attachment 1 in its entirety and replace with the following, incorporated herein by this reference:

11.1 The Optional Daily Usage File (ODUF) Agreement with terms and conditions is included in this Attachment as Exhibit D. Rates for ODUF are as set forth in Exhibit A of Attachment 7.
4. The Parties hereby mutually agree to delete Section 12.1 of Attachment 1 in its entirety and replace with the following, incorporated herein by this reference:

12.1 The Enhanced Optional Daily Usage File (EODUF) Agreement with terms and conditions is included in this Attachment as Exhibit E. Rates for EODUF are as set forth in Exhibit A of Attachment 7.
5. All of the other provisions of the Agreement, dated May 18, 2001, shall remain in full force and effect.
6. 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.

Add State of Alabama
Replace Exhibit F

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

QuantumShift Communications, Inc.

By: (Signature on File)

Name: Teresa Leighty

Title: Vice President-Operations

Date: 03/25/03

BellSouth Telecommunications, Inc.

By: (Signature on File)

Name: Elizabeth R. A. Shiroishi

Title: Director, Interconnection Services

Date: 04/14/03