

**AMENDMENT
TO THE
AGREEMENT BETWEEN
DSLNET COMMUNICATIONS, LLC
AND
BELLSOUTH TELECOMMUNICATIONS, INC.
DATED JANUARY 10, 2003**

Pursuant to this Amendment, (the "Amendment"), DSLnet Communications, LLC ("DSLnet"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated January 10, 2003 ("Agreement").

WHEREAS, BellSouth and DSLnet entered into the Agreement on January 10, 2003, 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. Attachment 4 of the Interconnection Agreement entered into between DSLnet and BellSouth is hereby amended to add a new Section 3.6.3 as follows:

"3.6.3 To order CCXCs, DSLnet must submit an Initial Application or Subsequent Application to BellSouth. If no modification to the Collocation Space is requested other than the placement of CCXCs, the Co-Carrier Cross Connect/Direct Connect, Application Fee, per application, as defined in Exhibit B, will apply. If modifications, in addition to the placement of CCXCs, are requested, the Initial Application or Subsequent Application Fee will apply. BellSouth will bill this nonrecurring fee on the date that it provides an Application Response to DSLnet."

2. Attachment 4 of the Interconnection Agreement entered into between DSLnet and BellSouth is hereby amended to add a new Section 3.7 and applicable subsections as follows:

"3.7 Direct Connect (DC). The primary purpose of collocation is for a collocated telecommunications carrier to interconnect with BellSouth's network or to access BellSouth's unbundled network elements for the provision of telecommunications services within a BellSouth Premises. BellSouth will permit DSLnet directly to interconnect between DSLnet's virtual and/or physical collocation arrangements within the same central office by utilizing a Direct Connect (DC).

3.7.1 DSLnet must use a BellSouth Certified Supplier to place the DC. The DC shall be provisioned through facilities owned by DSLnet. In those cases where DSLnet's virtual and/or physical collocation space is contiguous in the central office, DSLnet will have the option of using DSLnet's own technicians to deploy DC's using either electrical or optical facilities between the collocation spaces and constructing its own dedicated cable support structure. DSLnet will deploy such optical or electrical connections directly between its own facilities without being routed through BellSouth equipment. DSLnet may not self-provision DC's on any BellSouth distribution frame, POT, DSX (Digital System Cross-connect) or LGX (Light Guide Cross-connect).

3.7.2 DSLnet is responsible for ensuring the integrity of the signal. DSLnet-provisioned DC's shall utilize common cable support structure. There will be a

recurring charge per linear foot, and a nonrecurring charge per cable, of the actual common cable support structure used. In the case of two contiguous collocation arrangements, DSLnet will have the option of using DSLnet's own technicians to construct its own dedicated support structure.

3.7.3 To request DC's DSLnet must submit an Initial Application or Subsequent Application. If no modification to the Collocation Space is requested other than the placement of DC's, the Co-Carrier Cross Connect/Direct Connect, Application Fee, per application, as defined in Exhibit B, will apply. If modifications in addition to the placement of DC's are requested, the Initial Application or Subsequent Application Fee will apply. This non-recurring fee will be billed by BellSouth on the date that BellSouth provides an Application Response."

3. Attachment 4, Exhibit D is hereby amended to include the rates for CCXCs/ DCs as set forth in Exhibit 1 attached hereto and incorporated herein by this reference.
4. This Amendment shall be deemed effective 30 calendar days following the date of the last signature of both Parties.
5. All of the other provisions of the Agreement, dated January 10, 2003, 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.

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

DSLnet Communications, LLC

By: Signature on file

Name: Schula Hobbs

Title: Senior Manager, Regulatory Affairs

Date: 6/30/03

BellSouth Telecommunications, Inc.

By: Signature on File

Name: Elizabeth R. A. Shiroishi

Title: Director

Date: 7/7/03

COLLOCATION - Alabama										Attachment: 4		Exhibit: D			
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
						Rec	Nonrecurring		Nonrecurring Disconnect						
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL COLLOCATION															
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect Fiber Cable Support Structure, per linear ft.			CLO	PE1ES	0.0011									
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect-Fiber Cable Support Structure, per cable			CLO	PE1DU		535.37								
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect Copper/Coax Cable Support Structure, per linear ft.			CLO	PE1DS	0.0016									
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect Copper/Coax Cable Support Structure, per cable			CLO	PE1DV		535.37								
	Physical Collocation - Co-Carrier Cross Connect /Direct Connect Only - Application Fee, per application			CLO	PE1DT		584.22								

COLLOCATION - Florida										Attachment: 4		Exhibit: D			
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
						Rec	Nonrecurring		Nonrecurring Disconnect						
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL COLLOCATION															
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect Fiber Cable Support Structure, per linear ft.			CLO	PE1ES	0.001									
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect Fiber Cable Support Structure, per cable			CLO	PE1DU		535.54								
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect Copper/Coax Cable Support Structure, per linear. ft.			CLO	PE1DS	0.0014									
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect Copper/Coax Cable Support Structure, per cable			CLO	PE1DV		535.54								
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect Only - Application Fee, per application			CLO	PE1DT		584.11								

COLLOCATION - Georgia										Attachment: 4		Exhibit: D			
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
						Rec	Nonrecurring		Nonrecurring Disconnect						
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL COLLOCATION															
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect Fiber Cable Support Structure, per linear ft.			CLO	PE1ES	0.001									
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect Fiber Cable Support Structure, per cable			CLO	PE1DU		553.43								
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect Copper/Coax Cable Support Structure, per linear. ft.			CLO	PE1DS	0.0015									
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect Copper/Coax Cable Support Structure, per cable			CLO	PE1DV		553.43								
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect Only - Application Fee, per application			CLO	PE1DT		583.18								

COLLOCATION - Kentucky										Attachment: 4		Exhibit: D			
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
						Rec	Nonrecurring		Nonrecurring Disconnect						
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL COLLOCATION															
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect Fiber Cable Support Structure, per linear ft.			CLO	PE1ES	0.0012									
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect Fiber Cable Support Structure, per cable			CLO	PE1DU		535.55								
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect Copper/Coax Cable Support Structure, per linear ft.			CLO	PE1DS	0.0018									
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect Copper/Coax Cable Support Structure, per cable			CLO	PE1DV		535.55								
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect Only - Application Fee, per application			CLO	PE1DT		584.20								

COLLOCATION - Louisiana										Attachment: 4		Exhibit: D			
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
						Rec	Nonrecurring		Nonrecurring Disconnect						
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL COLLOCATION															
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect Fiber Cable Support Structure, per linear ft.			CLO	PE1ES	0.001									
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect Fiber Cable Support Structure, per cable			CLO	PE1DU		534.79								
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect Copper/Coax Cable Support Structure, per linear ft.			CLO	PE1DS	0.0015									
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect Copper/Coax Cable Support Structure, per cable			CLO	PE1DV		534.79								
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect Only - Application Fee, per application			CLO	PE1DT		583.30								

COLLOCATION - Mississippi										Attachment: 4		Exhibit: D			
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
						Rec	Nonrecurring		Nonrecurring Disconnect						
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL COLLOCATION															
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect Fiber Cable Support Structure, per linear ft.			CLO	PE1ES	0.001									
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect Fiber Cable Support Structure, per cable			CLO	PE1DU		534.65								
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect Copper/Coax Cable Support Structure, per linear ft.			CLO	PE1DS	0.0015									
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect Copper/Coax Cable Support Structure, per cable			CLO	PE1DV		534.65								
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect Only - Application Fee, per application			CLO	PE1DT		583.13								

COLLOCATION - North Carolina										Attachment: 4		Exhibit: D			
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)				
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL COLLOCATION															
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect Fiber Cable Support Structure, per linear ft.			CLO	PE1ES	0.0028									
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect Fiber Cable Support Structure, per cable			CLO	PE1DU		532.72								
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect Copper/Coax Cable Support Structure, per linear ft.			CLO	PE1DS	0.0041									
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect Copper/Coax Cable Support Structure, per cable			CLO	PE1DV		532.72								
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect Only - Application Fee, per application			CLO	PE1DT		583.66								

COLLOCATION - South Carolina										Attachment: 4		Exhibit: D			
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
						Rec	Nonrecurring		Nonrecurring Disconnect						
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL COLLOCATION															
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect Fiber Cable Support Structure, per linear ft.			CLO	PE1ES	0.001									
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect Fiber Cable Support Structure, per cable			CLO	PE1DU		536.56								
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect Copper/Coax Cable Support Structure, per linear ft.			CLO	PE1DS	0.0015									
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect Copper/Coax Cable Support Structure, per cable			CLO	PE1DV		536.56								
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect Only - Application Fee, per application			CLO	PE1DT		584.42								

COLLOCATION - Tennessee										Attachment: 4		Exhibit: D			
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
						Rec	Nonrecurring First	Add'l	Nonrecurring Disconnect First						
PHYSICAL COLLOCATION															
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect Fiber Cable Support Structure, per linear ft.			CLO	PE1ES	0.0013									
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect-Fiber Cable Support Structure, per cable			CLO	PE1DU		555.03								
	Physical Collocation - Cageless - Co-Carrier Cross Connect/Direct Connect - Fiber Cable Support Structure, per linear ft.			CLO	PE1ZH	0.0031									
	Physical Collocation - Cageless - Co-Carrier Cross Connect/Direct Connect- Fiber Cable Support Structure, per cable			CLO	PE1ZK		555.03								
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect Copper/Coax Cable Support Structure, per linear ft.			CLO	PE1DS	0.0019									
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect Copper/Coax Cable Support Structure, per cable			CLO	PE1DV		555.03								
	Physical Collocation - Cageless - Co-Carrier Cross Connect/Direct Connect - Copper/Coax Cable Support Structure, per linear ft.			CLO	PE1ZJ	0.0045									
	Physical Collocation - Cageless - Co-Carrier Cross Connect/Direct Connect - Copper/Coax Cable Support Structure, per cable			CLO	PE1ZL		555.03								
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect Only - Application Fee, per application			CLO	PE1DT		585.09								