

Amendment to
Agreement between
BellSouth Telecommunications, Inc. and
QuantumShift Communications, Inc.
dated June 28, 2001

Pursuant to this Amendment (the "Amendment"), BellSouth Telecommunications, Inc. ("BellSouth") and QuantumShift Communications, Inc. ("QuantumShift") hereinafter referred to collectively as the "Parties" hereby agree to amend that certain Agreement (the "Agreement") between BellSouth and QuantumShift dated June 28, 2001.

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, BellSouth and QuantumShift 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 Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina and Tennessee; and"

2. All of the other provisions of the Agreement, dated June 28, 2001 shall remain in full force and effect.

3. The Parties agree that 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.

BellSouth Telecommunications, Inc.

QuantumShift Communications, Inc.

By: _____

By: _____

Name: _____

Name: _____

Title: _____

Title: _____

Date: _____

Date: _____