

AMENDMENT
TO
THE AGREEMENT BETWEEN
DSLNET COMMUNICATIONS, LLC. AND
BELLSOUTH TELECOMMUNICATIONS, INC.
DATED FEBRUARY 16, 1999

Pursuant to this Agreement (the "Amendment"), DSLNET Communications, LLC ("DSL") and BellSouth Telecommunications, Inc. ("BellSouth") hereinafter referred to as the "Parties", hereby agree to amend the Agreement between the Parties dated February 16, 1999 ("Agreement").

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. Exhibits 1 – 9 of Attachment 11, of the Agreement are hereby amended to include rates for the provision of ADSL and HDSL compatible loops attached hereto as Exhibit A.
2. All of the other provisions of the Agreement dated February 16, 1999 shall remain unchanged and in full force and effect until the expiration date.
3. Either or both of the Parties is authorized to submit this Amendment to the appropriate regulatory agencies 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

Signature on File

By: _____

Signature

Name: Wendy S. Bluemling

Title: Director - Regulatory

BellSouth Telecommunications, Inc.

Signature on File

By: _____

Signature

Name: Jerry D. Hendrix

Title: Senior Director

Date: April 28, 2000

Date: 5/2/00

Exhibit A
ADSL/HDSL
DSL.NET

2-Wire Asymmetrical Dig Subscriber Line (ADSL) Compatible Loop		AL	FL	GA	KY	LA	MS	NC	SC	TN
RC - Statewide, per month	UAL2X	\$15.11	\$15.81	\$13.05	NA	\$15.39	\$14.83	\$14.60	\$20.81	\$18.46
RC - Zone 1, per month (Note 2)	TBD	\$13.41	\$12.78	\$11.23	NA	\$12.58	\$10.87	TBD	\$17.10	\$15.93
RC - Zone 2, per month (Note 2)	TBD	\$17.26	\$18.72	\$12.97	NA	\$17.30	\$14.40	TBD	\$25.79	\$20.05
RC - Zone 3, per month (Note 2)	TBD	\$22.60	\$41.29	\$20.62	NA	\$26.19	\$20.58	TBD	\$34.15	\$28.74
RC - Zone 4, per month (Note 2)	TBD	NA	NA	NA	NA	NA	\$27.16	NA	NA	NA
NRC - 1st	UAL2X	\$514.21	\$113.85	\$359.73	NA	\$343.13	\$504.82	\$504.90	\$600.61	\$640.79
NRC - Add'l	UAL2X	\$464.58	\$99.61	\$325.15	NA	\$310.03	\$456.24	\$456.17	\$507.33	\$541.94
NRC - Disconnect Charge - 1st	UAL2X	\$106.65	NA	NA	NA	\$72.54	\$105.86	\$90.55	NA	NA
NRC - Disconnect Charge - Add'l	SOMAN	\$56.98	NA	NA	NA	\$39.42	\$57.25	\$48.40	NA	NA
NRC - Incremental Charge - Manual Service Order - 1st	SOMAN	\$27.37	NA	\$18.94	NA	\$18.14	\$25.52	\$26.94	\$44.42	NA
NRC - Incremental Charge - Manual Service Order - Add'l	SOMAN	\$12.97	NA	\$8.42	NA	\$8.06	\$11.34	\$12.76	\$13.55	NA
NRC - Incremental Charge - Manual Service Order - Disconnect - 1st	SOMAN	\$17.77	NA	NA	NA	\$11.41	\$16.06	NA	NA	NA
NRC - Incremental Charge - Order Coordination - Time Specific (per LSR)	OCOSL	\$45.99	\$55.00	\$34.22	NA	\$32.77	\$45.27	\$45.34	\$45.43	\$55.00
2-Wire ADSL Loop (Standard)										
RC - Statewide, per month	UAL2X	NA	NA	NA	\$11.89	NA	NA	NA	NA	NA
RC - Zone 1, per month (Note 2)	TBD	NA	NA	NA	\$8.79	NA	NA	NA	NA	NA
RC - Zone 2, per month (Note 2)	TBD	NA	NA	NA	\$16.46	NA	NA	NA	NA	NA
RC - Zone 3, per month (Note 2)	TBD	NA	NA	NA	\$28.40	NA	NA	NA	NA	NA
RC - Zone 4, per month (Note 2)	TBD	NA	NA	NA	NA	NA	NA	NA	NA	NA
NRC - 1st	UAL2X	NA	NA	NA	\$713.50	NA	NA	NA	NA	NA
NRC - Add'l	UAL2X	NA	NA	NA	\$609.44	NA	NA	NA	NA	NA
NRC - Incremental Charge - Order Coordination - Time Specific (per LSR)	OCOSL	NA	NA	NA	\$55.00	NA	NA	NA	NA	NA
2-Wire High Bit Rate Dig Subscriber Line (HDSL) Compatible Loop										
RC - Statewide, per month	UHL2X	\$11.76	\$12.12	\$9.15	NA	\$11.61	\$11.60	\$11.98	\$14.86	\$13.46
RC - Zone 1, per month (Note 2)	TBD	\$10.44	\$9.80	\$7.88	NA	\$9.49	\$8.50	TBD	\$12.21	\$11.62
RC - Zone 2, per month (Note 2)	TBD	\$13.44	\$14.35	\$9.09	NA	\$13.05	\$11.26	TBD	\$18.41	\$14.62
RC - Zone 3, per month (Note 2)	TBD	\$17.59	\$31.65	\$14.46	NA	\$19.76	\$16.10	TBD	\$24.39	\$20.96
RC - Zone 4, per month (Note 2)	TBD	NA	NA	NA	NA	NA	\$21.25	NA	NA	NA
NRC - 1st	UHL2X	\$514.21	\$113.85	\$359.73	NA	\$343.13	\$504.82	\$504.90	\$600.61	\$640.79
NRC - Add'l	UHL2X	\$464.58	\$99.61	\$325.15	NA	\$310.03	\$456.24	\$456.17	\$507.33	\$541.94
NRC - Disconnect Charge - 1st	UHL2X	\$106.65	NA	NA	NA	\$72.54	\$105.86	\$90.55	NA	NA
NRC - Disconnect Charge - Add'l	UHL2X	\$56.98	NA	NA	NA	\$39.42	\$57.25	\$48.40	NA	NA
NRC - Incremental Charge - Manual Service Order - 1st	SOMAN	\$27.37	NA	\$18.94	NA	\$18.14	\$25.52	\$26.94	\$44.42	NA
NRC - Incremental Charge - Manual Service Order - Add'l	SOMAN	\$12.97	NA	\$8.42	NA	\$8.06	\$11.34	\$12.76	\$13.55	NA

Exhibit A
ADSL/HDSL
DSL.NET

NRC - Incremental Charge - Manual Service Order - Disconnect - 1st	SOMAN	\$17.77	NA	NA	NA	\$11.41	\$16.06	NA	NA	NA
NRC - Incremental Charge - Order Coordination - Time Specific (per LSR)	OCOSL	\$45.99	\$55.00	\$34.22	NA	\$32.77	\$45.27	\$45.34	\$45.43	\$55.00
2-Wire HDSL Loop (Standard)										
RC - Statewide, per month	UHL2X	NA	NA	NA	\$8.51	NA	NA	NA	NA	NA
RC - Zone 1, per month (Note 2)	TBD	NA	NA	NA	\$6.29	NA	NA	NA	NA	NA
RC - Zone 2, per month (Note 2)	TBD	NA	NA	NA	\$11.78	NA	NA	NA	NA	NA
RC - Zone 3, per month (Note 2)	TBD	NA	NA	NA	\$20.33	NA	NA	NA	NA	NA
RC - Zone 4, per month (Note 2)	TBD	NA	NA	NA	NA	NA	NA	NA	NA	NA
NRC - 1st	UHL2X	NA	NA	NA	\$713.50	NA	NA	NA	NA	NA
NRC - Add'l	UHL2X	NA	NA	NA	\$609.44	NA	NA	NA	NA	NA
NRC - Incremental Charge - Order Coordination - Time Specific (per LSR)	OCOSL	NA	NA	NA	\$55.00	NA	NA	NA	NA	NA
4-Wire High Bit Rate Dig Subscriber Line (HDSL) Compatible Loop										
RC - Statewide, per month	UHL4X	\$14.39	\$18.24	\$12.07	NA	\$16.39	\$14.14	\$13.97	\$19.73	\$17.91
RC - Zone 1, per month (Note 2)	TBD	\$12.77	\$14.75	\$10.39	NA	\$13.40	\$10.36	TBD	\$16.21	\$15.46
RC - Zone 2, per month (Note 2)	TBD	\$16.44	\$21.59	\$12.00	NA	\$18.42	\$13.73	TBD	\$24.45	\$19.46
RC - Zone 3, per month (Note 2)	TBD	\$21.52	\$47.64	\$19.07	NA	\$27.89	\$19.62	TBD	\$32.38	\$27.88
RC - Zone 4, per month (Note 2)	TBD	NA	NA	NA	NA	NA	\$25.90	NA	NA	NA
NRC - 1st	UHL4X	\$541.13	\$116.91	\$378.86	NA	\$361.45	\$531.21	\$531.35	\$625.11	\$666.70
NRC - Add'l	UHL4X	\$491.50	\$101.71	\$344.28	NA	\$328.35	\$482.63	\$482.62	\$532.78	\$568.86
NRC - Disconnect Charge - 1st	UHL4X	\$106.65	NA	NA	NA	\$72.54	\$105.86	\$88.51	NA	NA
NRC - Disconnect Charge - Add'l	UHL4X	\$56.98	NA	NA	NA	\$39.42	\$57.25	\$47.31	NA	NA
NRC - Incremental Charge - Manual Service Order - 1st	SOMAN	\$27.37	NA	\$18.94	NA	\$18.14	\$25.52	\$26.94	\$44.06	NA
NRC - Incremental Charge - Manual Service Order - Add'l	SOMAN	\$12.97	NA	\$8.42	NA	\$8.06	\$11.34	\$12.76	\$13.55	NA
NRC - Incremental Charge - Manual Service Order - Disconnect -1st	SOMAN	\$17.77	NA	NA	NA	\$11.41	\$16.06	NA	NA	NA
NRC - Incremental Charge - Order Coordination - Time Specific (per LSR)	OCOSL	\$45.99	\$55.00	\$34.22	NA	\$32.77	\$45.27	\$45.34	\$45.43	\$55.00
4-Wire HDSL Loop (Standard)										
RC - Statewide, per month	UHL4X	NA	NA	NA	\$10.39	NA	NA	NA	NA	NA
RC - Zone 1, per month (Note 2)	TBD	NA	NA	NA	\$7.68	NA	NA	NA	NA	NA
RC - Zone 2, per month (Note 2)	TBD	NA	NA	NA	\$14.38	NA	NA	NA	NA	NA
RC - Zone 3, per month (Note 2)	TBD	NA	NA	NA	\$24.82	NA	NA	NA	NA	NA
RC - Zone 4, per month (Note 2)	TBD	NA	NA	NA	NA	NA	NA	NA	NA	NA
NRC - 1st	UHL4X	NA	NA	NA	\$748.93	NA	NA	NA	NA	NA
NRC - Add'l	UHL4X	NA	NA	NA	\$646.17	NA	NA	NA	NA	NA
NRC - Incremental Charge - Order Coordination - Time Specific (per LSR)	OCOSL	NA	NA	NA	\$55.00	NA	NA	NA	NA	NA