

**Amendment  
To the  
Interconnection 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") to be effective the date of the last signature executing this Amendment.

WHEREAS, BellSouth and DSLnet entered into the Agreement on January 10, 2003, and;

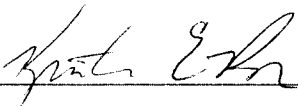
WHEREAS, BellSouth and DSLnet are amending the Adoption of Agreements provision of the Agreement pursuant to the FCC's Second Report and Order, WC Docket No. 01-338, issued on July 13, 2004;

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:

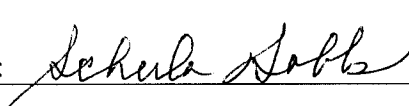
1. The Parties agree to delete Section 15 of the General Terms and Conditions and replace it with the following:
  15. Pursuant to 47 USC § 252(i) and 47 C.F.R. § 51.809, BellSouth shall make available to DSLnet any entire interconnection agreement filed and approved pursuant to 47 USC § 252. The adopted agreement shall apply to the same states as the agreement that was adopted, and the term of the adopted agreement shall expire on the same date as set forth in the agreement that was adopted.
2. All of the other provisions of the Agreement dated January 10, 2003 shall remain unchanged and in full force and effect.
3. Either or both of the Parties are 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 have executed this Agreement the day and year written below.

**BellSouth Telecommunications, Inc.**

By:   
Name: Kristen Rowe  
Title: Director  
Date: 9/20/04

**DSLnet Communications, LLC**

By:   
Name: Schula Hobbs  
Title: Sr. Manager - Reg Affairs  
Date: 9-15-2004