

**Amendment to the Interconnection Agreement
By and Between BellSouth Telecommunications, Inc.
And WinStar Wireless, Inc. Dated July 28, 2000**

Pursuant to this Agreement, (the "Amendment"), WinStar Wireless, Inc. ("WinStar"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated July 28, 2000 ("Agreement").

WHEREAS, BellSouth and WinStar entered into an Interconnection Agreement on July 28, 2000, 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 rates for Sub-Loop-Intrabuilding Network Cable (INC) (riser cable) contained in Exhibit C – Network Elements and Other Services, Exhibit C – Rates are hereby replaced in their entirety with the interim rates contained in Attachment 1 to this Amendment.
2. All of the other provisions of the Agreement, dated July 28, 2000, shall remain in full force and effect.
3. 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.

WinStar Wireless, Inc.

BellSouth Telecommunications, Inc.

Signature on original

Signature on original

Signature

Signature

Stephen V. Murray

Jerry D. Hendrix

Printed Name

Printed Name

Senior Director - Regulatory

Senior Director

Title

Title

August 15, 2000

August 16, 2000

Date

Date

Attachment 1: Rates for Sub-Loop-Intrabuilding Network Cable (INC) (riser cable)

USL-INC Interim Rates (all elements subject to true-up pending state rate decisions)

		AL	FL	GA	KY	LA	MS	NC	SC	TN
Set-Up										
NRC - Set-Up per Building Equipment Room - CLEC Feeder Facility set-up	USBSC	\$311.77	\$402.70	\$394.74	\$289.09	\$289.09	\$289.09	\$313.01	\$311.60	\$341.09
NRC - Set-Up per Building Equipment Room - per 25 pair panel set-up	USBSD	\$107.63	\$158.23	\$154.57	\$104.26	\$104.26	\$104.26	\$108.06	\$108.17	\$119.07
Sub-Loop-Intrabuilding Network Cable (INC) (a.k.a., riser cable), 2W analog, per month	USBR2	\$1.33	\$3.90	\$1.61	\$1.59	\$1.59	\$1.59	\$1.35	\$1.60	\$1.47
NRC - 1st	USBR2	\$113.60	\$135.45	\$137.03	\$106.11	\$106.11	\$106.11	\$114.05	\$189.52	\$150.35
NRC - Add'l	USBR2	\$50.44	\$38.08	\$41.59	\$35.12	\$35.12	\$35.12	\$37.20	\$47.09	\$45.63
NRC - Disconnect Charge - 1st	USBR2	\$99.54	\$118.59	\$115.85	\$93.19	\$93.19	\$93.19	\$76.58	NA	\$128.85
NRC - Disconnect Charge - Add'l	USBR2	\$14.05	\$19.63	\$19.17	\$13.92	\$13.92	\$13.92	\$10.81	NA	\$21.32
NRC - Incremental Charge - Manual Service Order - 1st	SOMAN	\$27.37	\$21.73	NA	NA	\$18.14	\$25.52	\$26.94	\$44.42	NA
NRC - Incremental Charge - Manual Service Order - Add'l	SOMAN	\$12.97	\$21.73	NA	NA	\$8.06	\$11.34	\$12.76	\$13.55	NA
NRC - Incremental Charge - Manual Service Order - Disconnect	SOMAN	\$17.77	\$3.87	NA	NA	\$11.41	\$16.06	NA	NA	NA
NRC - Incremental Charge - Manual Order Coordination - per loop	USBMC	\$51.29	\$36.46	\$34.22	\$34.90	\$34.90	\$50.29	\$45.34	\$45.43	\$55.00
Sub-Loop-Intrabuilding Network Cable (INC) (a.k.a., riser cable), 4W analog, per month	USBR4	\$2.17	\$7.38	\$2.96	\$2.83	\$2.83	\$2.83	\$2.26	\$2.78	\$2.55
NRC - 1st	USBR4	\$127.17	\$175.67	\$176.46	\$118.69	\$118.69	\$118.69	\$127.67	\$204.20	\$193.62
NRC - Add'l	USBR4	\$50.62	\$51.88	\$55.11	\$47.70	\$47.70	\$47.70	\$50.82	\$60.40	\$60.47
NRC - Disconnect Charge - 1st	USBR4	\$107.45	\$125.06	\$122.17	\$101.65	\$101.65	\$101.65	\$78.71	NA	\$135.88
NRC - Disconnect Charge - Add'l	USBR4	\$14.59	\$20.03	\$19.57	\$14.61	\$14.61	\$14.61	\$10.69	NA	\$21.76
NRC - Incremental Charge - Manual Service Order - 1st	SOMAN	\$27.37	\$21.73	NA	NA	\$18.14	\$25.52	\$26.94	\$44.42	NA
NRC - Incremental Charge - Manual Service Order - Add'l	SOMAN	\$12.97	\$21.73	NA	NA	\$8.06	\$11.34	\$12.76	\$13.55	NA
NRC - Incremental Charge - Manual Service Order - Disconnect	SOMAN	\$17.77	\$3.87	NA	NA	\$11.41	\$16.06	NA	NA	NA
NRC - Incremental Charge - Manual Order Coordination - per loop	USBMC	\$51.29	\$36.46	\$34.22	\$34.90	\$34.90	\$50.29	\$45.34	\$45.43	\$55.00