

**Amendment to the Agreement
Between
US LEC of Tennessee Inc.
and
BellSouth Telecommunications, Inc.
Dated June 20, 2004**

Pursuant to this Amendment, (the "Amendment"), US LEC of Tennessee Inc. (US LEC), and BellSouth Telecommunications, Inc. (BellSouth), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated June 20, 2004 (Agreement) to be effective 30 (thirty) days after the date of the last signature executing the Amendment (Effective Date).

WHEREAS, BellSouth and US LEC entered into the Agreement on June 20, 2004, 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 Parties agree to delete and replace the language in Section 5.10 of Attachment 2 with the following:

- 5.10 Rearrangements
 - 5.10.1 Rearrangement of a dedicated transport or combination that includes dedicated transport that requires a CFA change: A request to move a working US LEC circuit from one CFA to another US LEC CFA, where both CFAs terminate in the same BellSouth Central Office (Change in CFA), shall not constitute the establishment of new service. The applicable rates set forth in Exhibit A shall apply.
 - 5.10.2 Requests to reterminate one end of a facility that is not a Change in CFA constitute the establishment of new service and require disconnection of existing service and the applicable rates set forth in Exhibit A shall apply.
 - 5.10.3 Upon request of US LEC, BellSouth shall project manage the Change in CFA or retermination of Dedicated Transport and combinations that include transport as described in Sections 5.10.1 and 5.10.2 above and US LEC may request OC-TS for such orders.
 - 5.10.4 BellSouth shall accept a LOA between US LEC and another carrier that will allow US LEC to connect Dedicated Transport, or Combination that includes Dedicated Transport to the other carrier's collocation space or to another carrier's CFA associated with higher bandwidth transport.
 - 5.10.5 Rearrangement of an EEL to a standalone UNE Loop that requires a CFA change: US LEC may utilize the EEL to UNE-L Retermination

process, as described in BellSouth's guides available on its web site, to disconnect an EEL circuit and reterminate the Loop portion of the former EEL circuit to a collocation arrangement in the End User serving wire center as a standalone UNE Loop. When using this process, the existing Loop portion of the EEL will be re-used and the resulting standalone Loop will be subject to the rates, terms and conditions for that particular Loop as set forth in this Attachment. This process will apply only to EELs that include as a part of its combination a DS1 Loop, UVL-SL2 Loop, 4-Wire UDL Loop (64, 56 kbs) and a 2-Wire ISDN Loop.

5.10.6 BellSouth shall charge the applicable EEL to UNE-L retermination rates found in Exhibit A. US LEC shall also be charged applicable manual service order, collocation cross-connect and EEL disconnect charges as set forth in Exhibit A.

5.10.7 The EEL to UNE-L Retermination process is not available when the Rearrangement requires a dispatch outside the serving wire center where the Loop terminates. If an outside dispatch is required, or if US LEC elects not to utilize the EEL to UNE-L Retermination process, US LEC must submit an LSR to disconnect the entire EEL circuit, and must submit a separate LSR for the requested standalone Loop. In such cases, US LEC will be charged the EEL disconnect charges and the full nonrecurring rates for installation of a new Loop, as set forth in Exhibit A.

2. The Parties agree to delete the rates for Service Rearrangements in Attachment 2, Exhibit A and add the rates for Rearrangements and Service Rearrangements to Exhibit A of Attachment 1, as set forth in Exhibit 1, attached hereto and by reference incorporated into this Amendment.
3. All of the other provisions of the Agreement dated June 20, 2004 shall remain unchanged and in full force and effect.
4. 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 Amendment the day and year written below.

BellSouth Telecommunications, Inc.

By: Kristen E. Shore

Name: Kristen E. Shore

Title: Director

Date: 12/19/05

US LEC of Tennessee Inc.

By: Wanda G. Montano

Name: Wanda G. Montano

Title: Vice President – Regulatory and Industry Affairs

Date: December 16, 2005

UNBUNDLED NETWORK ELEMENTS - Kentucky																
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment 2 Exh A				
						Rec	Nonrecurring		Nonrecurring Disconnect			OSS Rates(\$)				
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED EXCHANGE ACCESS LOOP																
	Rearrangements															
	EEL to UNE-L Retermination, per 2 Wire Unbundled Voice Loop-SL2			UEA	UREEL		87.72	36.36								
	EEL to UNE-L Retermination, per 4 Wire Unbundled Voice Loop			UEA	UREEL		87.72	36.36								
	EEL to UNE-L Retermination, per 2 Wire ISDN Loop			UDN	UREEL		91.63	44.16								
	EEL to UNE-L Retermination, per 4 Wire Unbundled Digital Loop			UDL	UREEL		102.13	49.75								
	EEL to UNE-L Retermination, per 4 Wire Unbundled DS1 Loop			USL	UREEL		101.09	43.04								
ADDITIONAL NETWORK ELEMENTS																
	Service Rearrangements															
	NRC - Change in Facility Assignment per circuit Service Rearrangement	I		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNCVX, UNCDX, UNC1X	URETD		101.09	43.04								
	NRC - Change in Facility Assignment per circuit Project Management (added to CFA per circuit if project managed)	I		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNCVX, UNCDX, UNC1X	URETB		1.28	1.28								
	NRC - Order Coordination Specific Time - Dedicated Transport	I		UNC1X	OCOSR		18.87	18.87								