

**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 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 Section 7.1.4.1 of Attachment 3 as follows:
  - 7.1.4.1 The Parties will compensate each other on a mutual and reciprocal basis for transport and termination of Local Traffic at the appropriate elemental rates set forth in Exhibit A. US LEC is entitled to reciprocal compensation for end office switching and tandem switching since it has proved to BellSouth's satisfaction that its switch serves the same geographical area(s) comparable to the area(s) served by BellSouth's tandem switch. The Parties will compensate each other for the transport and termination of ISP-bound traffic at the composite rates set forth in Exhibit A to this Attachment.
2. The Parties agree to delete Sections 7.1.4.1.1, 7.1.4.1.1.1 and 7.1.4.1.1.2 of Attachment 3.
3. All of the other provisions of the Agreement, dated June 20, 2004, shall remain 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: 10/26/05

**US LEC of Tennessee Inc.**

By: Wanda G. Montano

Name: Wanda G. Montano

Title: Vice President – Regulatory and  
Industry Affairs

Date: October 25, 2005