

**Amendment to the Agreement
Between
Telepak Networks, Inc.
and
BellSouth Telecommunications, Inc.
Dated February 20, 2004**

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

WHEREAS, BellSouth and Telepak Networks entered into the Agreement on February 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 incorporate into Attachment 4, Physical Collocation, Exhibit B, rates, of the Agreement, the rates as set forth in Exhibit A attached hereto and made a part of this Amendment.
2. All of the other provisions of the Agreement, dated February 20, 2004, shall remain 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 Amendment the day and year written below.

BellSouth Telecommunications, Inc.

By: Kristen E. Rowe
Name: Kristen Rowe
Title: Director
Date: 7/13/05

Telepak Networks, Inc.

By: J. Gregg Logan
Name: J. Gregg Logan
Title: Vice President
Date: 8/21/05

COLLOCATION - Alabama													Attachment: 4 Exh B			
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l				
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)					
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL COLLOCATION																
Cable Records - Note: The rates in the First & Additional columns will actually be billed as "Initial I" and "Subsequent S" respectively																
	Physical Collocation, Cable Records,CAT5/RJ45			CLO	PE1C5		2.25		2.76							

COLLOCATION - Florida												Attachment: 4 Exh B				
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l				
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)					
							First	Add'l	First	Add'l	SOMECD	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL COLLOCATION																
	Cable Records - Note: The rates in the First & Additional columns will actually be billed as "Initial I" and "Subsequent S" respectively															
	Physical Collocation, Cable Records,CAT5/RJ45															
				CLO	PE1C5		4.52		5.35							

COLLOCATION - Georgia													Attachment: 4 Exh B										
CATEGORY	RATE ELEMENTS					Interim	Zone	BCS	USOC	RATES(\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l							
	Rec		Nonrecurring		Nonrecurring Disconnect												OSS Rates(\$)						
			First	Add'l	First												Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL COLLOCATION																							
Cable Records - Note: The rates in the First & Additional columns will actually be billed as "Initial I" and "Subsequent S" respectively																							
	Physical Collocation, Cable Records,CAT5/RJ45							CLO	PE1C5		2.22		2.63										

COLLOCATION - Kentucky													Attachment: 4 Exh B			
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l				
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)					
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL COLLOCATION																
Cable Records - Note: The rates in the First & Additional columns will actually be billed as "Initial I" and "Subsequent S" respectively																
	Physical Collocation, Cable Records,CAT5/RJ45			CLO	PE1C5		4.52		5.54							

COLLOCATION - Louisiana													Attachment: 4 Exh B			
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l				
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)					
							First	Add'l	First	Add'l	SOMEc	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL COLLOCATION																
	Cable Records															
	Physical Collocation, Cable Records,CAT5/RJ45			CLO	PE1C6	0.04										

COLLOCATION - Mississippi													Attachment: 4 Exh B					
CATEGORY	RATE ELEMENTS					Interim	Zone	BCS	USOC	RATES(\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l		
PHYSICAL COLLOCATION																		
Cable Records - Note: The rates in the First & Additional columns will actually be billed as "Initial I" and "Subsequent S" respectively																		
Physical Collocation, Cable Records,CAT5/RJ45																		

COLLOCATION - North Carolina													Attachment: 4 Exh B			
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l				
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)					
							First	Add'l	First	Add'l	SOMEc	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL COLLOCATION																
	Cable Records - Note: The rates in the First & Additional columns will actually be billed as "Initial I" and "Subsequent S" respectively															
	Physical Collocation, Cable Records,CAT5/RJ45															
				CLO	PE1C5		2.27		2.78							

COLLOCATION - South Carolina																	Attachment: 4 Exh B							
CATEGORY	RATE ELEMENTS					Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l					
	Rec				Nonrecurring					Nonrecurring Disconnect		OSS Rates(\$)												
					First					Add'l	First	Add'l	SOME C							SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL COLLOCATION																								
Cable Records - Note: The rates in the First & Additional columns will actually be billed as "Initial I" and "Subsequent S" respectively																								
Physical Collocation, Cable Records,CAT5/RJ45								CLO	PE1C5		2.26		2.77											

COLLOCATION - Tennessee													Attachment: 4 Exh B					
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l						
						Rec	Nonrecurring First		Nonrecurring Disconnect First	Add'l	OSS Rates(\$)		SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL COLLOCATION																		
	Cable Records																	
	Physical Collocation, Cable Records,CAT5/RJ45			CLO	PE1C5	8.45												