

Amendment to Master
Interconnection Agreement between
IDS Long Distance, Inc. and
BellSouth Telecommunications, Inc.
dated January 27, 1999

Pursuant to this Amendment (the "Amendment"), IDS Long Distance, Inc. ("IDS Long Distance") and BellSouth Telecommunications, Inc. ("BellSouth") hereinafter referred to collectively as the "Parties" hereby agree to amend that certain Master Interconnection Agreement (the "Agreement") between BellSouth and IDS Long Distance dated January 27, 1999, as amended by those certain Amendments dated November 2, 1999, January 4, 2000, March 27, 2000 and April 13, 2000.

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, IDS Long Distance and BellSouth hereby covenant and agree as follows:

1. The following network elements located under Currently Combined of Exhibit C, Rates, of Attachment 2 of the March 27, 2000 Amendment, are hereby replaced with the network elements identified in Exhibit A attached hereto and made a part of this Amendment:

NRC – 2 Wire Voice Grade Loop/Line Port Combination – 1st, with change – USACC

NRC – 2 Wire Voice Grade Loop/Line Port Combination- Addt'l, with change – USACC

NRC – 2 Wire Voice Grade Loop/Line Port Combination – 1st, no change –USAC2

NRC – 2 Wire Voice Grade Loop/Line Port Combination – Addt'l, no change – USAC2

NRC – 2 Wire Voice Grade Loop/Line Port Combination – Subsequent - USASC

2. All of the other provisions of the Agreement, dated January 27, 1999, shall remain in full force and effect.

3. The Parties agree that 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.

BellSouth Telecommunications, Inc.

IDS Long Distance, Inc.

By: Original Signature on File

By: Original Signature on File

Name: Jerry Hendrix

Name: Michael Noshay

Title: Sr. Director-Interconnection Services

Title: President

Date: 10-12-00

Date: 10-11-00

Exhibit A

| Cost Based Rates | | | | | | | | | | |
|---|-------|-------|-------|--------|-------|-------|-------|-------|-------|--------|
| Currently Combined | | | | | | | | | | |
| 2-Wire Voice Grade Loop with 2-Wire Line Port | USOC | AL | FL | GA | KY | LA | MS | NC | SC | TN |
| Nonrecurring Charges | | | | | | | | | | |
| NRC - 2-Wire Voice Grade Loop/Line Port Combination - 1st, Switch as is | USAC2 | 2.80 | 1.46 | 2.01 | 10.00 | 3.80 | 5.20 | 2.77 | 1.59 | 1.03 |
| NRC - 2-Wire Voice Grade Loop/Line Port Combination - Add'l, Switch as is | USAC2 | 0.41 | 0.93 | 0.3108 | 10.00 | 0.29 | 0.41 | 0.40 | 0.40 | 0.2886 |
| NRC - 2-Wire Voice Grade Loop/Line Port Combination - 1st, Switch with change | USACC | 2.80 | 1.46 | 2.01 | 10.00 | 3.80 | 5.20 | 2.77 | 1.59 | 1.03 |
| NRC - 2-Wire Voice Grade Loop/Line Port Combination - Add'l, Switch with change | USACC | 0.41 | 0.93 | 0.3108 | 10.00 | 0.29 | 0.41 | 0.40 | 0.40 | 0.2886 |
| NRC - 2-Wire Voice Grade Loop/Line Port Combination - Subsequent | USAS2 | 10.00 | 10.00 | 10.00 | 10.00 | 10.00 | 10.00 | 10.00 | 10.00 | 10.00 |
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