

**AMENDMENT
TO THE
AGREEMENT BETWEEN
COMPASS TELECOMMUNICATIONS, INC.
AND
BELL SOUTH TELECOMMUNICATIONS, INC.
DATED DECEMBER 7, 1998**

Pursuant to this Agreement, (the "Amendment"), BellSouth Telecommunications, Inc. ("BellSouth"), COMPASS Telecommunications, Inc. ("COMPASS"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated December 7, 1998 ("Agreement").

WHEREAS, BellSouth and COMPASS entered into an Interconnection Agreement on December 7, 1998, 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 following language from Attachment 4, Physical Collocation is hereby deleted in its entirety:

The rates, terms and conditions contained within this Attachment were negotiated as a whole and each rate, term and condition within the Attachment is interdependent upon the other rates, terms and conditions.

2. Section 1.1 is hereby deleted in its entirety and replaced with the following new Section 1.1:

- 1.1 Scope of Attachment. The rates, terms, and conditions contained within this Attachment shall only apply when COMPASS is occupying the collocation space as a sole occupant or as a Host pursuant to Section 4.

All the negotiated rates, terms and conditions set forth in this Attachment pertain to collocation and the provisioning of collocation space.

3. All of the other provisions of the Agreement, dated December 7, 1998, shall remain in full force and effect.
4. 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.

COMPASS Telecommunications, Inc.

BellSouth Telecommunications, Inc.

By: _____ Signature on File

By: _____ Signature on File

Name: _____ Andria Allen

Name: _____ Jerry Hendrix

Title: _____ Vice President, Network Ops

Title: _____ Senior Director

Date: _____ April 12, 2000

Date: _____ April 13, 2000