

**AMENDMENT  
TO THE  
INTERCONNECTION AGREEMENT BETWEEN  
COMPASS TELECOMMUNICATIONS, Inc. AND  
BELLSOUTH TELECOMMUNICATIONS, INC.  
DATED 11/28/2000**

Pursuant to this Amendment to the Interconnection Agreement between Compass Telecommunications, Inc. and BellSouth Telecommunications, Inc. ("The Amendment"), Compass Telecommunications, Inc. ("Interconnector") and BellSouth Telecommunications, Inc. ("BellSouth") hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated 11/28/2000 ("Interconnection Agreement").

WHEREAS, Compass Telecommunications, Inc. has changed the name of said business to Compass Telecommunications Incorporated, a Nevada corporation.

WHEREAS, the Parties desire that the Interconnection Agreement be amended to reflect the correct corporate entity name.

NOW THEREFORE, in consideration of the mutual promises and covenants 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 name of Compass Telecommunications, Inc. in the Interconnection Agreement is hereby deleted throughout the Interconnection Agreement and replaced with Compass Telecommunications Incorporated ("Compass").

2. All of the other provisions of the Interconnection Agreement, dated 11/28/2000, shall remain in full force and effect.

3. Either or both of the Parties is authorized to submit this Amendment to each Public Service Commission 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.**

**Compass Telecommunications  
Incorporated**

By: \_\_\_\_\_

By: \_\_\_\_\_

Name: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

Date: \_\_\_\_\_