

AMENDMENT TO  
AGREEMENT BETWEEN  
BELLSOUTH TELECOMMUNICATIONS, INC.  
AND CONNECT!  
DATED FEBRUARY 9, 2001

Pursuant to this Agreement (the "Amendment"), BellSouth Telecommunications, Inc. ("BellSouth") and Connect!, hereinafter referred to collectively as the "Parties", hereby agree to amend that certain Agreement (the "Agreement"), between BellSouth and Connect! dated February 9, 2001.

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, BellSouth and Connect! hereby covenant and agree as follows:

1. Attachment 2 of the Agreement is hereby amended by replacing Paragraphs 2.2.3 through 2.2.7, paragraphs 2.2.8.1, 2.2.8.2 and paragraph 2.2.11 with the following paragraphs 2.2.3, 2.2.4, 2.2.5, 2.2.6, 2.2.7, paragraphs 2.2.8.1, 2.2.8.2 and paragraph 2.2.11 attached hereto as Exhibit A and by reference made a part of this Amendment.

2. Attachment 2, Exhibit C of the Agreement is hereby amended by replacing 2-Wire Analog VG Loop-SL1, 2-Wire Analog VG Loop-SL2 w/loop or ground start signaling, and 2-Wire Analog VG Loop-SL2 w/reverse battery signaling rates with the following rates attached hereto as Exhibit B, and by reference made a part of this Amendment.

3. All other provisions of the Agreement, dated February 9, 2001, shall remain in full force and effect.

4. 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.**

**Connect!**

By: Pat C. Finlen

By: Bill Jester

Title: Managing Director

Title: Director of Operations

Date: 2/26/01

Date: 2/23/01