

AMENDMENT
TO THE
INTERCONNECTION AGREEMENT BETWEEN
RHYTHMS LINKS, INC. and
BELLSOUTH TELECOMMUNICATIONS, INC.
DATED January 8, 1999.

Pursuant to this Agreement (the "Amendment"), BellSouth Telecommunications, Inc. ("BellSouth") and Rhythms Links Inc. ("Rhythms"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement, for the states of AL, FL, GA, KY, LA (Certification Number TSP00336), MS, NC, SC and TN, between the Parties dated January 8, 1999 ("Interconnection Agreement").

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 Rhythms hereby covenant and agree as follows:

1. Attachment 2 of the Interconnection Agreement is hereby amended to include a new section 2.4 as follows:
 - 2.4 An IDSL-Compatible Loop
 - 2.4.1 Due to technical limitations associated with certain DLC systems, certain ports on DLC systems do not support ISDN Digital Subscriber Lines (IDSL).
 - 2.4.2 BellSouth will offer the IDSL-Compatible loop as a part of their Unbundled Digital Loop offerings, as an xDSL capable loop. The IDSL-Compatible loop, sometimes referred to as a UDC loop within BellSouth at the time of this addendum, is compatible with IDSL service and has the same physical characteristics and transmission specifications as BellSouth's ISDN-capable loop. The technical specifications which govern this loop are those set forth in BellSouth's TR73600, which is in effect on the date of execution of this amendment.
 - 2.4.3 Like the ISDN-capable loop, the IDSL-Compatible loop may be provisioned on copper or through a DLC system. However, when IDSL-Compatible loops are provisioned using a DLC system, BellSouth will ensure that they are only provisioned on time slots that are compatible with data-only services such as IDSL.

2. The rates for the IDSL-Compatible loop shall be the same as the rates for ISDN loops, subject to true-up when and if BellSouth's proposed rates for the IDSL-Compatible loop are approved and accepted by a state commission.
3. Rhythms shall exclusively order the IDSL-Compatible loop for its IDSL service beginning October 23, 2000. After October 23, 2000 in the event Rhythms inadvertently orders an ISDN capable loop for its IDSL service and some additional work (other than work required to make the ISDN loop meet technical specifications for an ISDN loop) by BellSouth is necessary to enable that loop to support IDSL, BellSouth shall apply an interim rate of \$100.00 subject to true-up. Provided, however, in the event Rhythms orders ISDN capable loops for its IDSL service more than twenty-five (25) times in the first ninety (90) days the interim rate will increase from \$100.00 to \$150.00.
4. All other provisions of the Interconnection Agreement dated January 8, 1999 shall remain in full force and effect.
5. Either or both of the Parties shall submit this Amendment to the appropriate Commissions 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 the Interconnection Agreement be executed by their respective duly authorized representatives on the date indicated below.

BellSouth Telecommunications, Inc. Rhythms Links Inc.

By: Original on File By: Original on File

Name: Jerry D. Hendrix Name: Jeffrey Blumenfeld

Title: Senior Director Title: General Counsel

Date: 10/17/00 Date: October 16, 2000