

**AMENDMENT
TO THE
AGREEMENT BETWEEN
METROMEDIA FIBER NETWORK SERVICES, INC.
AND
BELLSOUTH TELECOMMUNICATIONS, INC.
DATED MAY 12, 1999**

Pursuant to this Agreement, (the "Amendment"), Metromedia Fiber Network Services, Inc. ("MFN"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated May 12, 1999 ("Agreement").

WHEREAS, BellSouth and MFN entered into an Interconnection Agreement on May 12, 1999, 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. General Terms and Conditions - The following language is hereby deleted in its entirety:

The terms and conditions contained within this Part A & Part B were negotiated as a whole and each term and condition within this part A & Part B is interdependent upon the other terms and conditions.

2. Attachment 1 - The following language 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.

The second paragraph of Section 3.1 of Attachment 1 is hereby deleted in its entirety and replaced with the following language:

All of the negotiated rates, terms and conditions set forth in this Attachment pertain to the resale of BellSouth's retail telecommunications services and other services specified in this Attachment. BellSouth shall make available telecommunications services for resale at the rates set forth in Exhibit A to this Agreement and subject to the exclusions and limitations set forth in Exhibit B to this Agreement. BellSouth does not however waive its rights to appeal or otherwise challenge any decision regarding resale that resulted in the discount rates contained in Exhibit A or the exclusions and limitations contained in Exhibit B. BellSouth reserves the right to pursue any and all legal and/or equitable remedies, including appeals of any decisions. If such appeals or challenges result in changes in the discount rates or exclusions and limitations, the parties agree that appropriate modifications to this

Agreement will be made promptly to make its terms consistent with the outcome of the appeal.

3. Attachment 2 - The following language 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.

And replaced with:

Attachment 2 consists of the following sections:

- Unbundled Loops, Integrated Digital Loop Carriers, Network Interfaces Device, Unbundled Loop Concentration (ULC) System, Sub Loops and Dark Fiber
- Switching
- Transport and Dark Fiber
- 800 Access Ten Digit Screening Services
- Line Information Database (LIDB)
- Signaling
- Operating Call Processing, Inward Operator Services and Directory Assistance Services
- Calling Name (CNAM) Database Service
- Basic 911 and E911

Each of these sections contains rates, terms, and conditions that are applicable to each individual section.

4. Attachment 3 - The following language 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.

Section 1 is amended to include the following:

All negotiated rates, terms and conditions set forth in this Attachment pertain to the provision of network interconnection.

5. Attachment 4 (As amended on September 7, 1999) - The following language 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.

Section 1.1 is amended to include the following:

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

6. Attachment 5 - The following language 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.

Section 1 is amended to include the following:

All the negotiated rates, terms and conditions set forth in this Attachment pertain to the provisioning of local number portability.

7. Attachment 6 - The following language 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.

Section 1 is amended to include the following:

All the negotiated terms and conditions set forth in this Attachment pertain to ordering and provisioning.

8. Attachment 7 - The following language 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.

Section 1 is amended to include the following:

All negotiated rates, terms and conditions set forth in this Attachment pertain to billing and billing accuracy certifications.

9. Attachment 8 - The following language 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.

10. Attachment 9 - The following language 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.

11. Attachment 10 - The following language 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.

12. All of the other provisions of the Agreement, dated May 12, 1999, shall remain in full force and effect.

13. 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.

Metromedia Fiber Network Services, Inc.

BellSouth Telecommunications, Inc.

By: Signature on original

By: Signature on original

Name: Gerald Benedetto

Name: Jerry Hendrix

Title: Vice President

Title: Senior Director

Date: November 30, 1999

Date: 11/30/99