

**AMENDMENT
TO THE
INTERCONNECTION AGREEMENT BETWEEN
PATHNET, INC. AND
BELL SOUTH TELECOMMUNICATIONS, INC.
DATED JUNE 20, 2000**

Pursuant to this Agreement, (the "Amendment") Pathnet, Inc. and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated June 20, 2000 ("Interconnection Agreement").

NOW THEREFORE, in consideration of the mutual promises and covenants contained herein and in the Attachments hereto, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

1. The Preface of the Agreement is hereby deleted in its entirety and replaced with the following:

The Agreement, which shall become effective as of the 20th day of June, 2000, is entered into by and between Pathnet, Inc. and Pathnet Operating, Inc. (collectively "Pathnet"), a Delaware corporation, on behalf of itself, its successors and assigns, and BellSouth Telecommunications, Inc., ("BellSouth"), a Georgia corporation, having an office at 675 W. Peachtree Street, Atlanta, Georgia, 30375, on behalf of itself and its successors and assigns."

2. All of the other provisions of the Interconnection Agreement dated June 20, 2000 shall remain in full force and effect.

3. Either or both of the Parties are 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.

**Pathnet, Inc.
Pathnet Operating, Inc.**

BellSouth Telecommunications, Inc.

By: Signature on file

By: Signature on file

Name: J. Alfred Baird

Name: Jerry Hendrix

Title: Vice President Access Policy/Planning

Title: Senior Director

Date: 09/14/2000

Date: 09/20/2000