

Amendment to
Agreement between
BellSouth Telecommunications, Inc.
and e.spire Communications, Inc.
dated July 25, 2000

Pursuant to this Amendment (the "Amendment"), BellSouth Telecommunications, Inc. ("BellSouth") and e.spire Communications, Inc. ("e.spire"), hereinafter referred to collectively as the "Parties", hereby agree to amend that certain Interconnection Agreement (the "Agreement") between BellSouth and e.spire dated July 25, 2000.

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 e.spire hereby covenant and agree as follows:

1. Part C, Schedule of E.Spire Operating Subsidiaries, of the General Terms and Conditions is hereby amended to add "ACSI Local Switched Services, Inc."
2. All of the other provisions of the Agreement, dated July 25, 2000, shall remain in full force and effect.
3. 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.

e.spire Communications, Inc.

By:_____

By:_____

Name: _____

Name:_____

Title: _____

Title:_____

Date:_____

Date:_____

