

**AMENDMENT
TO THE
AGREEMENT BETWEEN
ATLANTIC.NET
AND
BELLSOUTH TELECOMMUNICATIONS, INC.
DATED JULY 27, 2001**

Pursuant to this Amendment, (the "Amendment"), Atlantic.net Broadband, Inc. ("Atlantic.net"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated July 27, 2001 ("Agreement").

WHEREAS, BellSouth and Atlantic.net entered into the Agreement on July 27, 2001, and;

WHEREAS, the Parties desire to amend Attachment 4-Physical Collocation, Exhibit A Rates to include AC Power Rates.

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. The rates in Exhibit A of Attachment 4-Physical Collocation are amended to include the rates in Exhibit 1 to this Amendment.
2. All of the other provisions of the Agreement, dated July 27, 2001, shall remain in full force and effect.
3. 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.

Atlantic.net

By: Original Signature on File
Name: J. Neal Hiscock

Title: Director of Operations

Date: 10/23/01

BellSouth Telecommunications, Inc.

By: Original Signature on File
Name: Gregory R. Follensbee

Title: Senior Director

Date: 10/24/01

**COLLOCATION
Florida**

| CATEGORY | NOTE | UNBUNDLED NETWORK ELEMENT | Interim Indicator | Zone | BCS | USOC | RATES | | | | OSS RATES | | | | | | | | | |
|-----------------------------|------|--|-------------------|------|-----|-------|---------|--------------|-------|------------|-----------|----------------------------------|--------------------------------------|--|--|---|---|-------|--|-------|
| | | | | | | | Rec | Nonrecurring | | Disconnect | | Svc Order Submitted Elec per LSR | Svc Order Submitted Manually per LSR | Incremental Charge - Manual Svc Order vs. Electronic-1st | Incremental Charge - Manual Svc Order vs. Electronic-Add'l | Incremental Charge - Manual Svc Order vs. | Incremental Charge - Manual Svc Order vs. | | | |
| | | | | | | | | First | Add'l | First | Add'l | | | | | | | | | |
| | | | | | | | | SOMECS | | SOMAN | | | | | | | | SOMAN | | SOMAN |
| PHYSICAL COLLOCATION | | | | | | | | | | | | | | | | | | | | |
| | | Physical Collocation - 120V, Single Phase Standby Power Rate | | | CLO | PE1FB | \$5.62 | | | | | | | | | | | | | |
| | | Physical Collocation - 240V, Single Phase Standby Power Rate | | | CLO | PE1FD | \$11.26 | | | | | | | | | | | | | |
| | | Physical Collocation - 120V, Three Phase Standby Power Rate | | | CLO | PE1FE | \$16.88 | | | | | | | | | | | | | |
| | | Physical Collocation - 277V, Three Phase Standby Power Rate | | | CLO | PE1FG | \$38.98 | | | | | | | | | | | | | |

**COLLOCATION
South Carolina**

Exhibit 1 to Amendment
Attachment 4
Exhibit C

| CATEGORY | NOTE | UNBUNDLED NETWORK ELEMENT | Interim Indicator | Zone | BCS | USOC | RATES | | | | OSS RATES | | | | | | | | | |
|-----------------------------|------|--|-------------------|------|-----|-------|---------|--------------|-------|------------|-----------|----------------------------------|--------------------------------------|--|--|---|---|-------|--|-------|
| | | | | | | | Rec | Nonrecurring | | Disconnect | | Svc Order Submitted Elec per LSR | Svc Order Submitted Manually per LSR | Incremental Charge - Manual Svc Order vs. Electronic-1st | Incremental Charge - Manual Svc Order vs. Electronic-Add'l | Incremental Charge - Manual Svc Order vs. | Incremental Charge - Manual Svc Order vs. | | | |
| | | | | | | | | First | Add'l | First | Add'l | | | | | | | | | |
| | | | | | | | | SOMECS | | SOMAN | | | | | | | | SOMAN | | SOMAN |
| PHYSICAL COLLOCATION | | | | | | | | | | | | | | | | | | | | |
| | | Physical Collocation - 120V, Single Phase Standby Power Rate | I | | CLO | PE1FB | \$5.67 | | | | | | | | | | | | | |
| | | Physical Collocation - 240V, Single Phase Standby Power Rate | I | | CLO | PE1FD | \$11.36 | | | | | | | | | | | | | |
| | | Physical Collocation - 120V, Three Phase Standby Power Rate | I | | CLO | PE1FE | \$17.03 | | | | | | | | | | | | | |
| | | Physical Collocation - 277V, Three Phase Standby Power Rate | I | | CLO | PE1FG | \$39.33 | | | | | | | | | | | | | |