

BELLSOUTH

BellSouth Telecommunications, Inc.

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Vice President
Regulatory & External Affairs

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May 18, 2005

050357 - JP

Mrs. Blanca S. Bayo

Director, Division of Commission Clerk and Administrative Services
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399

Re: Approval of Amendment to the interconnection, unbundling, resale and collocation Agreement between BellSouth Telecommunications, Inc. ("BellSouth") and Xspedius Communications, LLC.

Dear Mrs. Bayo:

Please find enclosed for filing and approval, the original and two copies of BellSouth Telecommunications, Inc.'s Amendment to interconnection, unbundling, resale and collocation Agreement with Xspedius Communications, LLC.

If you have any questions, please do not hesitate to call Robyn Holland at (850) 222-9380.

Very truly yours,



Regulatory Vice President

DOCUMENT NUMBER - DATE

04855 MAY 18 05

FPSC-COMMISSION CLERK

**Amendment to the Agreement
Between
Xspedius Communications, LLC
and
BellSouth Telecommunications, Inc.
Dated December 30, 2002**

Pursuant to this Amendment, (the "Amendment"), Xspedius Communications, LLC ("Xspedius"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated December 30, 2002 ("Agreement") to be effective upon the date of the last signature executing the Amendment ("Effective Date").

WHEREAS, BellSouth and Xspedius entered into the Agreement on December 30, 2002, and;

WHEREAS, Xspedius Management Co., LLC ("XMC") has transferred its certified operating subsidiaries, identified in Attachment A, to Xspedius Communications;

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. Attachment A will be added to the interconnection agreement between BellSouth and Xspedius Communications.
2. All of the other provisions of the Agreement, dated December 30, 2002, shall remain in full force and effect.
3. Either or both of the Parties are 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 have executed this Amendment the day and year written below.

BellSouth Telecommunications, Inc.

Xspedius Communications, LLC

By: *Kristen Rowe*
Name: Kristen Rowe
Title: Director
Date: 5/4/05

By: *James C. Falvey*
Name: James C. Falvey
Title: Sr. V.P., Regulatory Affairs
Date: 4/29/05

Attachment A

SCHEDULE OF XSPEDIUS COMMUNICATIONS, LLC (XSPEDIUS COMMUNICATIONS)
OPERATING AFFILIATES

Xspedius Management Co. Switched Services, LLC, Xspedius Management Co. of Birmingham, LLC, Xspedius Management Co. of Mobile, LLC, Xspedius Management Co. of Montgomery, LLC, Xspedius Management Co. of Jacksonville, LLC, Xspedius Management Co. of Atlanta, LLC, Xspedius Management Co. of Lexington, LLC, Xspedius Management Co. of Louisville, LLC, Xspedius Management Co. of Louisiana, LLC, Xspedius Management Co. of Baton Rouge, LLC, Xspedius Management Co. of Shreveport, LLC, Xspedius Management Co. of Jackson, LLC, Xspedius Management Co. of Charleston, LLC, Xspedius Management Co. of Columbia, LLC, Xspedius Management Co. of Greenville, LLC, Xspedius Management Co. of Spartanburg, LLC, Xspedius Management Co. of Chattanooga, LLC