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BellSouth Telecommunications, Inc 850 224-7798
Suite 400 Fax 850 224-5073
150 South Monroe Street
Tallahassee, Florida 32301-1556

Marshall M. Criser III
Regulatory Vice President

RECORDS AND REPORTING

October 23, 2000

Mrs. Blanca S. Bayo
Director, Division of Records and Reporting
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399

Re: Approval of an Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. ("BellSouth") and Pathnet, Inc. and Pathnet Operating, Inc. pursuant to Sections 251, 252 and 271 of the Telecommunications Act of 1996

Dear Mrs. Bayo:

Pursuant to section 252(e) of the Telecommunications Act of 1996, BellSouth and Pathnet, Inc. and Pathnet Operating, Inc. are submitting to the Florida Public Service Commission an amendment to their negotiated agreement for the interconnection of their networks, the unbundling of specific network elements offered by BellSouth and the resale of BellSouth's telecommunications services to Pathnet, Inc. and Pathnet Operating, Inc. The initial agreement between the companies was filed September 11, 2000 in Docket 001364-TP.

Pursuant to section 252(e) of the Act, the Commission is charged with approving or rejecting the negotiated agreement between BellSouth and Pathnet, Inc. and Pathnet Operating, Inc. within 90 days of its submission. The Act provides that the Commission may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity. Both parties aver that neither of these reasons exist as to the agreement they have negotiated and therefore, are very hopeful that the Commission shall approve their agreement.

Very truly yours,

Marshall M. Criser III

Regulatory Vice President

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FPSC-RECORDS/REPORTING

ATTACHMENT TO TRANSMITTAL LETTER

The Agreement entered into by and between Pathnet, Inc. and Pathnet Operating, Inc. and BellSouth Telecommunications, Inc., dated 09/20/2000; for the state(s) of Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee consists of the following:

ITEM	NO. PAGES
Amendment	1
TOTAL	1

**AMENDMENT
TO THE
INTERCONNECTION AGREEMENT BETWEEN
PATHNET, INC. AND
BELLSOUTH 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.

By: J. Alfred Baird

Name: J. ALFRED BAIRD

Title: VICE PRESIDENT ACCESS POLICY & PLANNING

Date: 9/14/2000

BellSouth Telecommunications, Inc.

By: Jerry Hendrix

Name: Jerry Hendrix

Title: Senior Director

Date: 9/20/2000