

BELLSOUTH

BellSouth Telecommunications, Inc.

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Tallahassee, FL 32301-1556

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Marshall M. Criser III

Vice President
Regulatory & External Affairs

850 224 7798
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June 30, 2004

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

040664 - TP

Re: Approval of Amendment to the Interconnection, Unbundling, Resale and Collocation Agreement between BellSouth Telecommunications, Inc. ("BellSouth") and Xspedius, LLC

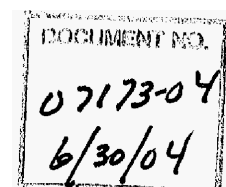
Dear Mrs. Bayo:

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, LLC

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

Very truly yours,

Marshall M Criser III
Regulatory Vice President



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

Pursuant to this Amendment, (the "Amendment"), Xspedius, 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 thirty (30) calendar days after the date of the last signature executing the Amendment.

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

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 parties agree to add the following provision to Attachment 2, Section 9 and the associated rates as set forth in Exhibit 1 of this Amendment, attached hereto and incorporated herein by this reference.

9.5 Where Xspedius utilizes portions of the BellSouth network in originating or terminating traffic, the Tandem Switching rates are applied in call scenarios where the Tandem Switching Network Element has been utilized. Because switch recordings cannot accurately indicate on a per call basis when the Tandem Switching Network Element has been utilized for an interoffice call originating from a UNE port and terminating to a BellSouth, Independent Company or Facility-Based CLEC office, BellSouth has developed, based upon call studies, a melded rate that takes into account the average percentage of calls that utilize Tandem Switching in these scenarios. BellSouth shall apply the melded Tandem Switching rate for every call in these scenarios. BellSouth shall utilize the melded Tandem Switching Rate until BellSouth has the capability to measure actual Tandem Switch usage in each call scenario specifically mentioned above, at which point the rate for the actual Tandem Switch usage shall apply. The UNE Call Flows set forth on BellSouth's website, as amended from time to time and incorporated herein by this reference, illustrate when the full or melded Tandem Switching rates apply for specific scenarios.

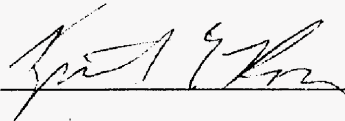
2. All of the other provisions of the Agreement, dated December 30, 2002, shall remain in full force and effect.
3. Either or both of the Parties are authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.


Signature Page

IN WITNESS WHEREOF, the Parties have executed this Agreement the day and year written below.

BellSouth Telecommunications, Inc.

Xspedius, LLC

By: 
Name: KRISTEN E. ROWE
Title: DIRECTOR
Date: 5/11/04

By: 
Name: James C. Falvey
Title: Sr. V.P., Regulatory Affairs
Date: 5/5/04

UNBUNDLED NETWORK ELEMENTS - Alabama						Attachment: 2		Exhibit: C								
CATEGORY	RATE ELEMENTS	Inter	Zone	BCS	USOC	RATES (\$)				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. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	
						Rec	Nonrecurring		Nonrecurring Disconnect							OSS Rates (\$)
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE																
	Tandem Switching (Port Usage) (Local or Access Tandem)															
	Tandem Switching Function Per MOU (Melded)					0.000040993										
	Tandem Trunk Port - Shared, Per MOU (Melded)					0.000085947										
	Melded Factor: 43.15% of the Tandem Rate															

UNBUNDLED NETWORK ELEMENTS - Florida						Attachment: 2		Exhibit: C								
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)	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. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l				
							Rec	Nonrecurring		Nonrecurring	Disconnect	OSS Rates (\$)				
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE																
	Tandem Switching (Port Usage) (Local or Access Tandem)															
	Tandem Switching Function Per MOU (Melded)					0.000027185										
	Tandem Trunk Port - Shared, Per MOU (Melded)					0.000048434										
	Melded Factor: 20.61% of the Tandem Rate															

UNBUNDLED NETWORK ELEMENTS - Louisiana										Attachment: 2		Exhibit: C			
CATEGORY	RATE ELEMENTS	Inter	Zone	BCS	USOC	RATES (\$)	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. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l			
													Rec	Nonrecurring	
										SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE															
	Tandem Switching (Port Usage) (Local or Access Tandem)														
	Tandem Switching Function Per MOU (Melded)					0.000035296									
	Tandem Trunk Port - Shared, Per MOU (Melded)					0.000073438									
	Melded Factor: 33.08% of the Tandem Rate														

UNBUNDLED NETWORK ELEMENTS - Mississippi										Attachment: 2		Exhibit: C																			
CATEGORY	RATE ELEMENTS	Inter m	Zone	BCS	USOC	RATES (\$)	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. Electronic- Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l	OSS Rates (\$)																		
													Rec	Nonrecurring		Nonrecurring Disconnect		SOME	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN								
UNBUNDLED LOCAL SWITCHING, PORT USAGE																															
Tandem Switching (Port Usage) (Local or Access Tandem)																															
	Tandem Switching Function Per MOU (Melded)					0.000063441																									
	Tandem Trunk Port - Shared, Per MOU (Melded)					0.000067307																									
	Melded Factor: 36.82% of the Tandem Rate																														

UNBUNDLED NETWORK ELEMENTS - North Carolina										Attachment: 2		Exhibit: C			
CATEGORY	RATE ELEMENTS	Interi	Zone	BCS	USOC	RATES (\$)	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. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l			
													Rec	Nonrecurring	
										SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED LOCAL SWITCHING, PORT USAGE															
	Tandem Switching (Port Usage) (Local or Access Tandem)														
	Tandem Switching Function Per MOU (Melded)					0.00024618									
	Tandem Trunk Port - Shared, Per MOU (Melded)					0.00012309									
	Melded Factor: 41.03% of the Tandem Rate														

UNBUNDLED NETWORK ELEMENTS - South Carolina											Attachment: 2		Exhibit: C																															
CATEGORY	RATE ELEMENTS	Inter	Zone	BCS	USOC	RATES (\$)	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. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	OSS Rates (\$)																															
													Rec	Nonrecurring		Nonrecurring Disconnect		SOME	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN																					
													First	Add'l	First	Add'l																												
UNBUNDLED LOCAL SWITCHING, PORT USAGE																																												
	Tandem Switching (Port Usage) (Local or Access Tandem)																																											
	Tandem Switching Function Per MOU (Melded)											0.00004951																																
	Tandem Trunk Port - Shared, Per MOU (Melded)											0.000086749																																
	Melded Factor: 30.30% of the Tandem Rate																																											

UNBUNDLED NETWORK ELEMENTS - Tennessee										Attachment: 2		Exhibit: C			
CATEGORY	RATE ELEMENTS	Interi	Zone	BCS	USOC	RATES (\$)				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. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
						Rec	Nonrecurring First	Add'l	Nonrecurring Disconnect First						
UNBUNDLED LOCAL SWITCHING, PORT USAGE															
	Tandem Switching (Port Usage) (Local or Access Tandem)														
	Tandem Switching Function Per MOU					0.0009778									
	Tandem Switching Function Per MOU (Melded)					0.000380364									
	Melded Factor: 38.90% of the Tandem Rate														