

**Amendment to the Agreement
Between
Flatel, Inc.
and
BellSouth Telecommunications, Inc.
Dated August 12, 2005**

Pursuant to this Amendment, (the "Amendment"), Flatel, Inc. (FLATEL), and BellSouth Telecommunications, Inc. (BellSouth), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated August 12, 2005 (Agreement) to be effective thirty (30) calendar days after the date of the last signature executing the Amendment (Effective Date).

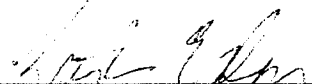
WHEREAS, BellSouth and FLATEL entered into the Agreement on August 12, 2005, and;

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 element and rate for Loading of Operator Assistance per OCN (Regional) in Exhibit D of Attachment 1, as set forth in Exhibit 1 of this Amendment, attached hereto and incorporated herein by this reference.
2. All of the other provisions of the Agreement, dated August 12, 2005, 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.

By: 

Name: Kristen Rowe

Title: Director

Date: 9/1/05

Flatel, Inc.

By: 

Name: Abby Matari

Title: CEO

Date: 8-31-05

RESALE DISCOUNTS & RATES - Alabama											Attachment: 1 Exh D				
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
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)				
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
OPERATOR ASSISTANCE UNBRANDING via OLNS SOFTWARE															
	Loading of OA per OCN (Regional)						1,200.00	1,200.00							

RESALE DISCOUNTS & RATES - Florida														
CATEGORY	RATE ELEMENTS			Inter m Zone	BCS	USOC	RATES(\$)		Svc Order Svc Order per LSR	Submitted Submitted per LSR	Incremental Incremental Charge - Manual Svc Order vs. Electronic- Order vs. Add'l	Incremental Incremental Charge - Manual Svc Order vs. Electronic- Order vs. Add'l	Incremental Incremental Charge - Manual Svc Order vs. Electronic- Order vs. Add'l	Electronic- Order vs. Add'l

RESALE DISCOUNTS & RATES - Georgia													Attachment: 1 Exh D										
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	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
OPERATOR ASSISTANCE UNBRANDING via OLNS SOFTWARE																							
	Loading of OA per OCN (Regional)						1,200.00	1,200.00															

RESALE DISCOUNTS & RATES - Kentucky														Attachment: 1 Exh D			
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	
OPERATOR ASSISTANCE UNBRANDING via OLNS SOFTWARE																	
	Loading of OA per OCN (Regional)						1,200.00	1,200.00									

RESALE DISCOUNTS & RATES - Louisiana														Attachment: 1 Exh D			
CATEGORY	RATE ELEMENTS			Interl 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
								Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)				
									First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
OPERATOR ASSISTANCE UNBRANDING via OLNS SOFTWARE																	
	Loading of OA per OCN (Regional)								1,200.00	1,200.00							

EXHIBIT 1

RESALE DISCOUNTS & RATES - Mississippi											Attachment: 1 Exh D			
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
OPERATOR ASSISTANCE UNBRANDING via OLNS SOFTWARE														
	Loading of OA per OCN (Regional)						1,200.00	1,200.00						

EXHIBIT 1

RESALE DISCOUNTS & RATES - South Carolina														Attachment: 1 Exh D			
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	
OPERATOR ASSISTANCE UNBRANDING via OLNS SOFTWARE																	
	Loading of OA per OCN (Regional)						1,200.00	1,200.00									

RESALE DISCOUNTS & RATES - Tennessee												Attachment: 1 Exh D				
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 First	Add'l	Nonrecurring Disconnect First	Add'l	OSS Rates(\$)					
											SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
OPERATOR ASSISTANCE UNBRANDING via OLNS SOFTWARE																
	Loading of OA per OCN (Regional)						1,200.00	1,200.00								