

**AMENDMENT NO. 1**

**to the**

**INTERCONNECTION AGREEMENT**

**between**

**VERIZON NEW ENGLAND INC.,  
d/b/a  
VERIZON MASSACHUSETTS**

**and**

**CONVERSENT COMMUNICATIONS OF MASSACHUSETTS, LLC**

This Amendment (the "Amendment") to the Interconnection Agreement between Verizon New England Inc., d/b/a Verizon Massachusetts and Converseant Communications of Massachusetts, LLC (the "Agreement") is effective June 14, 2001.

Notwithstanding any possible contrary construction of the Agreement, Internet Traffic shall not be eligible for payment of Reciprocal Compensation under this Agreement. The Parties' rights and obligations with respect to any intercarrier compensation that may be due in connection with their exchange of Internet traffic shall be governed by the Order on Remand and Report and Order, *In the Matter of Implementation of the Local Competition Provisions in the Telecommunications Act of 1996, Intercarrier Compensation for ISP Bound Traffic*, FCC 01-131, CC Docket Nos. 96-98 and 99-68 (the "Order on Remand") and the FCC's Order on the Petition of Core Communications, Inc. for Forbearance Under 47 U.S.C. Section 160(c) from Application of the ISP Remand Order, WC Docket No. 03-171, (Adopted October 8, 2004) (the "Forbearance Order"). In the event a change in applicable law affects the Order on Remand or the Forbearance Order, then such change shall be automatically incorporated into the Agreement as of the effective date of the change in applicable law and shall apply prospectively from the effective date of such change in applicable law.

The Parties understand and agree that for the purpose of giving effect to the Order on Remand in Massachusetts, traffic delivered to a carrier that exceeds a 2:1 ratio (as established by order of the Massachusetts Department of Telecommunications and Energy or "DTE") of terminating to originating traffic is Internet traffic, and shall be exchanged on a bill and keep basis, subject to the process established by the Order on Remand for rebutting such presumption before the DTE.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be duly executed and delivered by their duly authorized representatives.

Conversent Communications of Massachusetts,  
LLC

Verizon New England Inc., d/b/a Verizon  
Massachusetts

By: \_\_\_\_\_

By: \_\_\_\_\_

Printed: \_\_\_\_\_

Printed: Jeffrey A. Masoner

Title: \_\_\_\_\_

Title: Vice-President - Interconnection  
Services Policy & Planning