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March 20, 2003

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FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF THE SECRETARY

Ms. Magalie Roman-Salas, Secretary  
Federal Communications Commission  
445 12th Street, S.W.  
Washington D.C. 20554

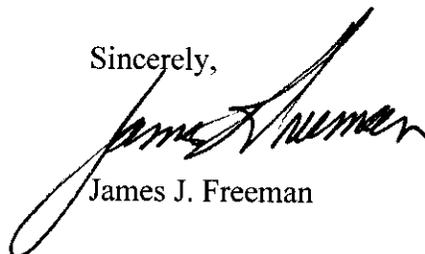
Attn: Dennis Johnson, Wireline Competition Bureau, Policy Division

Re: Amendment to Joint Application  
WC Docket No. 03-40

Dear Ms. Roman-Salas:

Enclosed herewith please find an original and four copies of an Amendment to the Joint Application referenced above. Additional copies of the Amendment are being provided to the International Bureau by separate letter. Should there be any questions about the Amendment, please contact this office.

Sincerely,



James J. Freeman

cc: with enclosures  
William Dever  
Tracey Wilson

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Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C.

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MAR 20 2003

In the Matter of )  
)  
Mpower Communications Corp., )  
Transferor )  
)  
And )  
)  
Xspedius Management Co. Switched )  
Services, LLC (Domestic Interstate )  
Service) and Xspedius Management Co. )  
International, LLC (International Service) )  
Transferees )  
)  
Joint Application Pursuant to Sections )  
63.04 and 63.24 of the Commission's )  
Rules for Authorizations Under Section )  
214 to Transfer Certain Customers and )  
Related Assets. )

FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF THE SECRETARY

WC Docket No. 03-40

ITC-ASG-20030129-00081

**AMENDMENT TO JOINT APPLICATION**

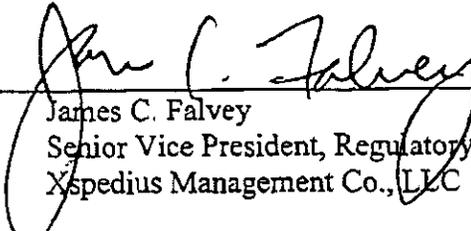
The Joint Application seeks Commission approval of the transfer of assets and customers of Mpower Communications Corp. ("Mpower") to Xspedius Management Co. Switched Services, LLC (domestic interstate services) and to Xspedius Management Co. International, LLC (international service) (collectively, "Xspedius"). The purpose of this amendment is to correct an inadvertent misstatement on pages 7-8 of the Joint Application relating to Xspedius intent to continue service to all of Mpower's customers.

As Xspedius has been preparing to complete the transaction, it has become aware that certain Centrex service customers and certain features of the Centrex service provided by Mpower to other customers can not be maintained by Xspedius after the transaction closes. In addition, Xspedius will not be able to continue to support payphone service. Customers using those services have been notified that these services will not be available and advised to seek

substitute services from Xspedius, where available, or to select another carrier. Xspedius will shortly file an application to discontinue such services in accordance with Commission rules.

Respectfully submitted,

**Xspedius Management Co. Switched Services, LLC**  
**Xspedius Management Co. International, LLC**

By:   
James C. Falvey  
Senior Vice President, Regulatory Affairs  
Xspedius Management Co., LLC