AMENDMENT TO

INTERCONNECTION AGREEMENT UNDER SECTIONS 251 AND 252 OF THE TELECOMMUNICATIONS ACT OF 1996

BETWEEN

BELLSOUTH TELECOMMUNICATIONS, INC.
d/b/a AT&T ALABAMA, AT&T FLORIDA, AT&T GEORGIA,
AT&T KENTUCKY, AT&T LOUISIANA, AT&T MISSISSIPPI,
AT&T NORTH CAROLINA, AT&T SOUTH CAROLINA AND
AT&T TENNESSEE
AND

BELLSOUTH LONG DISTANCE, INC.

The Interconnection Agreement dated August 17, 2005 by and between BellSouth Telecommunications, Inc. d/b/a AT&T Alabama, AT&T Florida, AT&T Georgia, AT&T Kentucky, AT&T Louisiana, AT&T Mississippi, AT&T North Carolina, AT&T South Carolina and AT&T Tennessee ("AT&T") and BellSouth Long Distance, Inc. ("BSLD") ("Agreement") effective in the states of Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, and Tennessee is hereby amended as follows and will be effective 10 days after the date of the last signature executing the Amendment:

- 1. Attachment 4, Section 5.6 of the interconnection agreement dated August 17, 2005 is amended by adding the following section:
 - 5.6.3 Bits Timing (per circuit) (Optional) AT&T will provide a single sign BSLD from an AT&T timing source to provide synchronization between BSLD's single Network Element and AT&T's equipment.
 - 5.6.4 Timing Interconnection Arrangement (Optional) AT&T will provided Timing leads (1 pair of wires) to the BSLD's dedicated Physical Collocation space.
- 2. Attachment 4, Exhibit E is hereby amended to add the rates in Exhibit 1 attached.
- 3. EXCEPT AS MODIFIED HEREIN, ALL OTHER TERMS AND CONDITIONS OF THE UNDERLYING AGREEMENT SHALL REMAIN UNCHANGED AND IN FULL FORCE AND EFFECT.
- 4. In entering into this Amendment neither Party waives, and each Party expressly reserves, any rights, remedies or arguments it may have at law or under the intervening law or regulatory change provisions in the underlying Agreement (including intervening law rights asserted by either Party via written notice predating this Amendment) with respect to any orders, decisions, legislation or proceedings and any remands thereof, which the Parties have not yet fully incorporated into this Agreement or which may be the subject of further review.
- 5. This Amendment shall be filed with and is subject to approval by the Commission(s).

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

BellSouth Long Distance, Inc.

BellSouth Telecommunications, Inc. d/b/a AT&T Alabama, AT&T Florida, AT&T Georgia, AT&T Kentucky, AT&T Louisiana, AT&T Mississippi, AT&T North Carolina, AT&T South Carolina, and AT&T Tennessee.

By: Knot & Show	By: Will Sehl
Name: Kristen Shore	Name: William Schneider
Title: Director	Title: Director - Accounting
Date: 4/74/08	Date: Aggl 16 2008

COLLOCATION - Alabama	a												Attachment: 4	ı	Exhibit: E	
CATEGORY	RATE ELEMENTS Interim Zone BCS USOC RATES(\$)						Svc Order Submitted Elec per LSR		Charge -	Charge -	Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Charge -				
						Rec	Nonred	curring	Nonrecurring	Disconnect			oss	Rates(\$)	1	
PHYSICAL COLLOCATION						Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
Entrance Cable																
	Physical Collocation - Timing Lead (1 pair per circuit), Per Linear Foot, Per pair			CLO	S8F45	\$0.08	\$14.81									
	Physical Collocation - Bits Timing, Per timing circuit			CLO	S8FQT	\$3.58	\$698.82									

COL	OCATION - Florida													Attachment: 4	1	Exhibit: E	
CATE	GORY	RATE ELEMENTS	Interim	Zone	BCS	USOC			RATES(\$)				Submitted Manually	Charge -	Charge -	Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Charge -
	1						Rec	Nonred	curring	Nonrecurring	Disconnect			oss	Rates(\$)		<u>l</u>
PHYS	ICAL COLLOCATION						Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	Entrance Cable																
		Physical Collocation - Timing Lead (1 pair per circuit), Per Linear Foot, Per pair			CLO	S8F45	\$0.08	\$14.81									
		Physical Collocation - Bits Timing, Per timing circuit			CLO	S8FQT	\$3.58	\$698.82									

COL	OCATION - Georgia													Attachment: 4	1	Exhibit: E	
CATE	GORY	RATE ELEMENTS	Interim	Zone	BCS	USOC			RATES(\$)				Submitted Manually	Charge -	Charge -	Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Charge -
	1						Rec	Nonred	curring	Nonrecurring	Disconnect			oss	Rates(\$)		-
PHYS	ICAL COLLOCATION						Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	Entrance Cable																1
		Physical Collocation - Timing Lead (1 pair per circuit), Per Linear Foot, Per pair			CLO	S8F45	\$0.08	\$14.81									
		Physical Collocation - Bits Timing, Per timing circuit			CLO	S8FQT	\$3.58	\$698.82									
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COL	OCATION - Kentuck	у												Attachment: 4	1	Exhibit: E	
CATE	GORY	RATE ELEMENTS	Interim	Zone	BCS	USOC			RATES(\$)				Submitted Manually	Charge -	Charge -	Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Charge -
	1						Rec	Nonred	curring	Nonrecurring	Disconnect			oss	Rates(\$)		-
PHYS	ICAL COLLOCATION						Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	Entrance Cable																1
		Physical Collocation - Timing Lead (1 pair per circuit), Per Linear Foot, Per pair			CLO	S8F45	\$0.08	\$14.81									
		Physical Collocation - Bits Timing, Per timing circuit			CLO	S8FQT	\$3.58	\$698.82									
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CC	LLOCATION - Louisia	na												Attachment: 4	1	Exhibit: E	
CA ⁻	regory	RATE ELEMENTS	Interim	Zone	BCS	USOC			RATES(\$)				Submitted		Charge -	Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Charge -
							Rec	Nonrec	curring	Nonrecurring	Disconnect			oss	Rates(\$)		
PH'	SICAL COLLOCATION						Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	Entrance Cable																
		Physical Collocation - Timing Lead (1 pair per circuit), Per Linear Foot, Per pair			CLO	S8F45	\$0.08	\$14.81									
		Physical Collocation - Bits Timing, Per timing circuit			CLO	S8FQT	\$3.58	\$698.82									
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COL	LOCATION - Mississi	ppi												Attachment: 4	1	Exhibit: E	
CAT	GORY	RATE ELEMENTS	Interim	Zone	BCS	USOC			RATES(\$)				Submitted Manually	Charge -	Charge -	Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Charge -
							Rec	Nonre	curring	Nonrecurring	Disconnect			oss	Rates(\$)		
PHY	SICAL COLLOCATION						Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	Entrance Cable																
		Physical Collocation - Timing Lead (1 pair per circuit), Per Linear Foot, Per pair			CLO	S8F45	\$0.08	\$14.81									
		Physical Collocation - Bits Timing, Per timing circuit			CLO	S8FQT	\$3.58	\$698.82									
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COLL	OCATION - North Ca	rolina												Attachment: 4	ı	Exhibit: E	
CATE	GORY	RATE ELEMENTS	Interim	Zone	BCS	USOC			RATES(\$)				Submitted	Incremental Charge - Manual Svc Order vs. Electronic- 1st	Charge -	Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Charge -
							Rec	Nonred	curring	Nonrecurring	Disconnect			OSS	Rates(\$)		l .
PHYSI	CAL COLLOCATION						Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	Entrance Cable																
		Physical Collocation - Timing Lead (1 pair per circuit), Per Linear Foot, Per pair			CLO	S8F45	\$0.08	\$14.81									
		Physical Collocation - Bits Timing, Per timing circuit			CLO	S8FQT	\$3.58	\$698.82									
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COL	LOCATION - South Ca	arolina												Attachment: 4	ļ	Exhibit: E	
CATE	GORY	RATE ELEMENTS	Interim	Zone	BCS	USOC			RATES(\$)				Submitted Manually		Charge -	Charge -	Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l
							B	Nonre	curring	Nonrecurring	Disconnect		I.	oss	Rates(\$)		l
PHYS	ICAL COLLOCATION						Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	Entrance Cable																
		Physical Collocation - Timing Lead (1 pair per circuit), Per Linear Foot, Per pair			CLO	S8F45	\$0.08	\$14.81									
		Physical Collocation - Bits Timing, Per timing circuit			CLO	S8FQT	\$3.58	\$698.82									
										-							

CO	LLOCATION - Tenne	ssee												Attachment: 4	ļ	Exhibit: E	
CA ⁻	regory	RATE ELEMENTS	Interim	Zone	BCS	USOC			RATES(\$)				Submitted Manually		Incremental Charge - Manual Svc Order vs. Electronic- Add'l	Charge -	Charge -
							B	Nonrec	curring	Nonrecurring	Disconnect			OSS	Rates(\$)		
PH	SICAL COLLOCATION						Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	Entrance Cable																
		Physical Collocation - Timing Lead (1 pair per circuit), Per Linear Foot, Per pair			CLO	S8F45	\$0.08	\$14.81									
		Physical Collocation - Bits Timing, Per timing circuit			CLO	S8FQT	\$3.58	\$698.82									
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COLLOCATION - Alab	ama													Attachment: 4	4	Exhibit: E	
CATEGORY		RATE ELEMENTS	Interim	Zone	BCS	usoc			RATES(\$)				Submitted	Charge -	Charge -	Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Charge - Manual Svc Order vs.
							Rec	Nonre	curring	Nonrecurring	Disconnect				Rates(\$)		
VIRTUAL COLLOCATION							1100	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	Entrance Cable																
		Virtual Collocation - Timing Lead (1 pair per circuit), Per Linear Foot, Per pair			CLO	S8FXT	\$0.08	\$14.81									
		Virtual Collocation - Bits Timing, Per timing circuit			CLO	S8FXS	\$3.58	\$698.82									

COLLOCATION - Flor	ida													Attachment:	4	Exhibit: E	
CATEGORY		RATE ELEMENTS	Interim	Zone	BCS	USOC			RATES(\$)				Submitted	Charge -	Charge -	Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Charge - Manual Svc Order vs.
							Rec	Nonre	curring	Nonrecurring	Disconnect				Rates(\$)		
VIRTUAL COLLOCATION							1100	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	Entrance Cable																
		Virtual Collocation - Timing Lead (1 pair per circuit), Per Linear Foot, Per pair			CLO	S8FXT	\$0.08	\$14.81									
		Virtual Collocation - Bits Timing, Per timing circuit			CLO	S8FXS	\$3.58	\$698.82									

COLLOCATION - Geo															4	Exhibit: E	
CATEGORY		RATE ELEMENTS	Interim	Zone	BCS	usoc			RATES(\$)				Submitted	Charge -	Charge -	Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Charge -
							Rec	Nonre	curring	Nonrecurring Disconnect					Rates(\$)		
VIRTUAL COLLOCATION							Nec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	Entrance Cable																
		Virtual Collocation - Timing Lead (1 pair per circuit), Per Linear Foot, Per pair			CLO	S8FXT	\$0.08	\$14.81									
		Virtual Collocation - Bits Timing, Per timing circuit			CLO	S8FXS	\$3.58	\$698.82									

COLLOCATION - Ken	tucky													Attachment: 4	4	Exhibit: E	
CATEGORY		RATE ELEMENTS	Interim	Zone	BCS	USOC			RATES(\$)				Submitted	Incremental Charge - Manual Svc Order vs. Electronic- 1st	Charge -	Charge - Manual Svc Order vs.	Charge -
							Rec	Nonrec		Nonrecurring Disconnect			l		Rates(\$)		
VIRTUAL COLLOCATION								First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	Entrance Cable																
		Virtual Collocation - Timing Lead (1 pair per circuit), Per Linear Foot, Per pair			CLO	S8FXT	\$0.08	\$14.81									
		Virtual Collocation - Bits Timing, Per timing circuit			CLO	S8FXS	\$3.58	\$698.82									

COLLOCATION - Loui	LLOCATION - Louisiana Atta														4	Exhibit: E	
CATEGORY		RATE ELEMENTS	Interim	Zone	BCS	usoc			RATES(\$)				Submitted	Charge -	Charge -	Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Charge - Manual Svc Order vs.
							Rec	Nonre	curring	Nonrecurring Disconnect					Rates(\$)		
VIRTUAL COLLOCATION							1100	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	Entrance Cable																
		Virtual Collocation - Timing Lead (1 pair per circuit), Per Linear Foot, Per pair			CLO	S8FXT	\$0.08	\$14.81									
		Virtual Collocation - Bits Timing, Per timing circuit			CLO	S8FXS	\$3.58	\$698.82									

COLLOCATION - Miss	LLOCATION - Mississippi Attac														4	Exhibit: E	
CATEGORY		RATE ELEMENTS	Interim	Zone	BCS	usoc			RATES(\$)				Submitted	Charge -	Charge -	Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Charge -
							Rec	Nonre	curring	Nonrecurring Disconnect					Rates(\$)		
VIRTUAL COLLOCATION							1100	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	Entrance Cable																
		Virtual Collocation - Timing Lead (1 pair per circuit), Per Linear Foot, Per pair			CLO	S8FXT	\$0.08	\$14.81									
		Virtual Collocation - Bits Timing, Per timing circuit			CLO	S8FXS	\$3.58	\$698.82									

COLLOCATION - Nort	h Carolina													Attachment:	4	Exhibit: E	
CATEGORY		RATE ELEMENTS	Interim	Zone	BCS	usoc			RATES(\$)				Submitted	Charge -	Charge -	Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Charge -
VIRTUAL COLLOCATION							Rec	Nonred First	curring Add'l	Nonrecurring Disconnect First Add'l SOMEC SOMAL			COMAN	OSS	Rates(\$) SOMAN	SOMAN	SOMAN
	Entrance Cable							FIISL	Add I	FIISL	Add I	SOMEC	SOWAN	SOWAN	SOWAN	SOWAN	SOWAN
		Virtual Collocation - Timing Lead (1 pair per circuit), Per Linear Foot, Per pair			CLO	S8FXT	\$0.08	\$14.81									
		Virtual Collocation - Bits Timing, Per timing circuit			CLO	S8FXS	\$3.58	\$698.82									
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COLLOCATION - Sou														Attachment:	4	Exhibit: E	
CATEGORY		RATE ELEMENTS	Interim	Zone	BCS	USOC			RATES(\$)				Submitted	Incremental Charge - Manual Svc Order vs. Electronic- 1st	Charge -	Charge -	Charge - Manual Svc Order vs.
VIRTUAL COLLOCATION							Rec	Nonred	curring Add'l	Nonrecurring First	Disconnect Add'l	SOMEC	SOMAN	OSS	Rates(\$) SOMAN	SOMAN	SOMAN
	Entrance Cable																
		Virtual Collocation - Timing Lead (1 pair per circuit), Per Linear Foot, Per pair			CLO	S8FXT	\$0.08	\$14.81									
		Virtual Collocation - Bits Timing, Per timing circuit			CLO	S8FXS	\$3.58	\$698.82									
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COLLOCATION - Teni	LOCATION - Tennessee Atta														4	Exhibit: E	
CATEGORY		RATE ELEMENTS	Interim	Zone	BCS	usoc			RATES(\$)				Submitted	Charge -	Charge -	Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Charge -
							Rec	Nonre	curring	Nonrecurring Disconnect					Rates(\$)		
VIRTUAL COLLOCATION							1100	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	Entrance Cable																
		Virtual Collocation - Timing Lead (1 pair per circuit), Per Linear Foot, Per pair			CLO	S8FXT	\$0.08	\$14.81									
		Virtual Collocation - Bits Timing, Per timing circuit			CLO	S8FXS	\$3.58	\$698.82									