

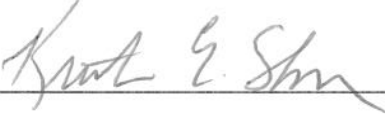
**AMENDMENT TO
INTERCONNECTION AGREEMENT UNDER SECTIONS 251 AND 252 OF THE TELECOMMUNICATIONS ACT
OF 1996
BETWEEN
BELLSOUTH TELECOMMUNICATIONS, INC.
d/b/a AT&T ALABAMA, AT&T FLORIDA, AT&T GEORGIA,
AT&T KENTUCKY, AT&T LOUISIANA, AT&T MISSISSIPPI,
AT&T NORTH CAROLINA, AT&T SOUTH CAROLINA AND
AT&T TENNESSEE
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 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: 

Name: Kristen Shore

Title: Director

Date: 4/24/08

BellSouth Long Distance, Inc.

By: 

Name: William Schneider

Title: Director - Accounting

Date: April 16, 2008

COLLOCATION - Alabama														Attachment: 4		Exhibit: E	
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	
PHYSICAL COLLOCATION	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										

COLLOCATION - Florida										Attachment: 4		Exhibit: E				
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
PHYSICAL COLLOCATION	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									

COLLOCATION - Georgia										Attachment: 4		Exhibit: E				
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
PHYSICAL COLLOCATION	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									

COLLOCATION - Kentucky														Attachment: 4		Exhibit: E	
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	
PHYSICAL COLLOCATION	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										

COLLOCATION - Louisiana														Attachment: 4		Exhibit: E	
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	
PHYSICAL COLLOCATION	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										

COLLOCATION - Mississippi										Attachment: 4		Exhibit: E				
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
PHYSICAL COLLOCATION	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									

COLLOCATION - North Carolina														Attachment: 4		Exhibit: E	
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	
PHYSICAL COLLOCATION	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										

COLLOCATION - South Carolina														Attachment: 4		Exhibit: E	
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	
PHYSICAL COLLOCATION	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										

COLLOCATION - Tennessee														Attachment: 4		Exhibit: E	
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	
PHYSICAL COLLOCATION	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										

COLLOCATION - Alabama														Attachment: 4		Exhibit: E	
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(\$)	
VIRTUAL COLLOCATION	Entrance Cable					First	Add'l	First	Add'l	SOMEK	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN		
	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 - Florida														Attachment: 4		Exhibit: E	
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(\$)	
VIRTUAL COLLOCATION	Entrance Cable					First	Add'l	First	Add'l	SOMEK	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN		
	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 - Georgia														Attachment: 4		Exhibit: E	
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						Rec	Nonrecurring		Nonrecurring Disconnect							OSS Rates(\$)	
VIRTUAL COLLOCATION	Entrance Cable					First	Add'l	First	Add'l	SOMEK	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN		
	Virtual Collocation - Timing Lead (1 pair per circuit), Per Linear Foot, Per pair			CLO	S8FXT	\$0.08	\$14.81										
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COLLOCATION - Kentucky														Attachment: 4		Exhibit: E	
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						Rec	Nonrecurring		Nonrecurring Disconnect							OSS Rates(\$)	
VIRTUAL COLLOCATION	Entrance Cable					First	Add'l	First	Add'l	SOMEK	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN		
	Virtual Collocation - Timing Lead (1 pair per circuit), Per Linear Foot, Per pair			CLO	S8FXT	\$0.08	\$14.81										
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COLLOCATION - Louisiana														Attachment: 4		Exhibit: E	
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VIRTUAL COLLOCATION	Entrance Cable					First	Add'l	First	Add'l	SOMEK	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN		
	Virtual Collocation - Timing Lead (1 pair per circuit), Per Linear Foot, Per pair			CLO	S8FXT	\$0.08	\$14.81										
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COLLOCATION - Mississippi														Attachment: 4		Exhibit: E	
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VIRTUAL COLLOCATION	Entrance Cable					First	Add'l	First	Add'l	SOMEK	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN		
	Virtual Collocation - Timing Lead (1 pair per circuit), Per Linear Foot, Per pair			CLO	S8FXT	\$0.08	\$14.81										
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COLLOCATION - North Carolina										Attachment: 4		Exhibit: E				
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	SOMEK	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
VIRTUAL COLLOCATION	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 - South Carolina										Attachment: 4		Exhibit: E				
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							First	Add'l	First	Add'l	SOMEK	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
VIRTUAL COLLOCATION	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 - Tennessee														Attachment: 4		Exhibit: E	
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						Rec	Nonrecurring		Nonrecurring Disconnect							OSS Rates(\$)	
VIRTUAL COLLOCATION	Entrance Cable					First	Add'l	First	Add'l	SOMEK	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN		
	Virtual Collocation - Timing Lead (1 pair per circuit), Per Linear Foot, Per pair			CLO	S8FXT	\$0.08	\$14.81										
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