

**Amendment to the Agreement
Between
Ernest Communications, Inc.
and
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
Dated January 1, 2005**

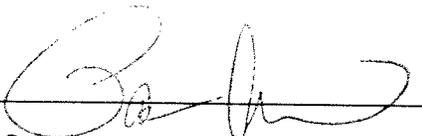
Pursuant to this Amendment, (the "Amendment"), Ernest Communications, Inc. ("CUSTOMER"), and BellSouth Telecommunications, Inc. d/b/a AT&T Alabama, AT&T Florida, AT&T Georgia, AT&T Kentucky, AT&T Louisiana, AT&T Mississippi, AT&T North Carolina, AT&T South Carolina, and AT&T Tennessee (hereinafter referred to "AT&T"), hereinafter referred to collectively as the "Parties", hereby agree to amend that certain Commercial Agreement between the parties dated January 1, 2005 ("Agreement") to be effective on November 1, 2008.

WHEREAS, AT&T and CUSTOMER entered into the Agreement on January 1, 2005 , and;

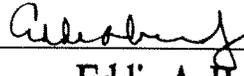
NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby covenant and agree as follows:

1. **AT&T-9STATE** is defined as AT&T in the states of Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee.
2. Section 4.1.5 of Attachment 1 is hereby deleted in its entirety and replaced with the following:
 - 4.1.5 The rates for End Office Switching, Tandem Switching and Common Transport are applied based on their use in the transport of an originated or terminated call. Originated calls shall utilize these pricing elements until the terminating end office is reached for an AT&T or resale End User terminated call or until the call reaches the network of a third party on a third party terminated call.
3. The Parties agree to delete in entirety all rates associated with the USOC URECU identified as "DS0 Wholesale Local Platform Service (Coin) Usage (Flat Rate)" in Exhibit B of Attachment 1 of the Agreement and replace them with the rates set forth in Exhibit A attached hereto.
4. Except as modified herein, all of the other provisions of the Agreement, dated January 1, 2005, shall remain in full force and effect.
5. In entering into this Amendment, neither Party waives, and each Party expressly reserves, any rights, remedies or arguments it may have at law.
6. This Amendment shall not modify or extend the Effective Date or Term of the underlying Agreement, but rather, shall be coterminous with such Agreement.

Ernest Communications, Inc.

By: 
Name: Paul Masters
Title: President
Date: 10/23/08

**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 *AT&T Operations, Inc.,
its authorized agent*

By: 
Name: Eddie A. Reed, Jr.
Title: Director - Interconnection Agreements
Date: 12.4.08

	<u>OCN #</u>
ALABAMA	<u>624A</u>
FLORIDA	<u>4198</u>
GEORGIA	<u>817A</u>
KENTUCKY	<u>626A</u>
LOUISIANA	<u>572A</u>

	<u>OCN #</u>
MISSISSIPPI	<u>9337</u>
NORTH CAROLINA	<u>577A</u>
SOUTH CAROLINA	<u>8067</u>
TENNESSEE	<u>579A</u>

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UNBUNDLED NETWORK ELEMENTS - Alabama										Attachment: 1		Exhibit: A										
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
	DS0 Wholesale Local Voice Platform Services																					
	ADDITIONAL UNE COIN PORT/LOOP (RC)																					
	UNE Coin Port/Loop Combo Usage (Flat Rate)			UEPCO	URECU	0.00																

UNBUNDLED NETWORK ELEMENTS - Florida											Attachment: 1		Exhibit: A									
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
	DS0 Wholesale Local Voice Platform Services																					
	ADDITIONAL UNE COIN PORT/LOOP (RC)																					
	UNE Coin Port/Loop Combo Usage (Flat Rate)			UEPCO	URECU	0.00																

UNBUNDLED NETWORK ELEMENTS - Georgia										Attachment: 1		Exhibit: A										
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
	DS0 Wholesale Local Voice Platform Services																					
	ADDITIONAL UNE COIN PORT/LOOP (RC)																					
	UNE Coin Port/Loop Combo Usage (Flat Rate)			UEPCO	URECU	0.00																

UNBUNDLED NETWORK ELEMENTS - Kentucky											Attachment: 1		Exhibit: A									
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
	DS0 Wholesale Local Voice Platform Services																					
	ADDITIONAL UNE COIN PORT/LOOP (RC)																					
	UNE Coin Port/Loop Combo Usage (Flat Rate)			UEPCO	URECU	0.00																

UNBUNDLED NETWORK ELEMENTS - Louisiana										Attachment: 1		Exhibit: A										
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
	DS0 Wholesale Local Voice Platform Services																					
	ADDITIONAL UNE COIN PORT/LOOP (RC)																					
	UNE Coin Port/Loop Combo Usage (Flat Rate)			UEPCO	URECU	0.00																

UNBUNDLED NETWORK ELEMENTS - Mississippi											Attachment: 1		Exhibit: A									
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
	DS0 Wholesale Local Voice Platform Services																					
	ADDITIONAL UNE COIN PORT/LOOP (RC)																					
	UNE Coin Port/Loop Combo Usage (Flat Rate)			UEPCO	URECU	0.00																

UNBUNDLED NETWORK ELEMENTS - North Carolina										Attachment: 1		Exhibit: A										
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
	DS0 Wholesale Local Voice Platform Services																					
	ADDITIONAL UNE COIN PORT/LOOP (RC)																					
	UNE Coin Port/Loop Combo Usage (Flat Rate)			UEPCO	URECU	0.00																

UNBUNDLED NETWORK ELEMENTS - South Carolina											Attachment: 1		Exhibit: A									
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
	DS0 Wholesale Local Voice Platform Services																					
	ADDITIONAL UNE COIN PORT/LOOP (RC)																					
	UNE Coin Port/Loop Combo Usage (Flat Rate)			UEPCO	URECU	0.00																

UNBUNDLED NETWORK ELEMENTS - Tennessee										Attachment: 1		Exhibit: A										
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
	DS0 Wholesale Local Voice Platform Services																					
	ADDITIONAL UNE COIN PORT/LOOP (RC)																					
	UNE Coin Port/Loop Combo Usage (Flat Rate)			UEPCO	URECU	0.00																