

**Amendment to the Agreement  
Between  
The Other Phone Company, Inc. d/b/a Cavalier Telephone,  
Cavalier Business Communications,  
Access One Communications, and Access One;  
Other Phone Company, Inc. d/b/a  
Access One Communications;  
Talk America, Inc. d/b/a Cavalier Telephone,  
Cavalier Business Communications,  
Cavalier Telephone and TV;  
Network Telephone Corporation d/b/a  
Cavalier Telephone, Cavalier Business Communications,  
and Cavalier Telephone and TV  
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 September 11, 2006**

Pursuant to this Amendment, (the "Amendment"), The Other Phone Company, Inc. d/b/a Cavalier Telephone, Cavalier Business Communications, Access One Communications, and Access One; Other Phone Company, Inc. d/b/a Access One Communications; Talk America, Inc. d/b/a Cavalier Telephone, Cavalier Business Communications, Cavalier Telephone and TV; Network Telephone Corporation d/b/a Cavalier Telephone, Cavalier Business Communications, and Cavalier Telephone and TV ("Talk America"), 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 September 11, 2006 ("Agreement") to be effective on November 1, 2008.

**WHEREAS**, AT&T and Talk America entered into the Agreement on September 11, 2006, 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:

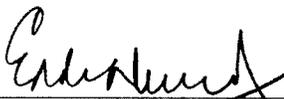
1. **AT&T-9STATE** is defined as AT&T in the states of Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee.
2. Section 4.4 of Attachment 1 is hereby deleted in its entirety and replaced with the following:
  - 4.4 The rates for End Office Switching, 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 "Wholesale Access Line Platform (Coin) Usage (Flat Rate)" in Exhibit A 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 September 11, 2006, 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.

**The Other Phone Company, Inc.**  
d/b/a Cavalier Telephone,  
d/b/a Cavalier Business Communications,  
d/b/a Access One Communications  
d/b/a Access One  
**Other Phone Company, Inc.**  
d/b/a Access One Communications,  
**Talk America, Inc.**  
d/b/a Cavalier Telephone,  
d/b/a Cavalier Business Communications,  
d/b/a Cavalier Telephone and TV  
**Network Telephone Corporation**  
d/b/a Cavalier Telephone,  
d/b/a Cavalier Business Communications  
d/b/a Cavalier Telephone and TV

**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: Frances McCulloch  
Title: Executive VP Law and Public Policy  
Date: 10/15/08

By:   
Name: Eddie A. Reed, Jr.  
Title: Director - Interconnection Agreements  
Date: 11-4-08

	<u>OCN #</u>
ALABAMA	<u>0075 0086 4892 8773</u>
FLORIDA	<u>0086 4892 7452 8773</u>
GEORGIA	<u>0086 4892 7062 2911 8773</u>
KENTUCKY	<u>0086 4892 5228 8773</u>
LOUISIANA	<u>0086 4892 5386 8773</u>

	<u>OCN #</u>
MISSISSIPPI	<u>0086 4892 8773</u>
NORTH CAROLINA	<u>0086 0090 4892 8773</u>
SOUTH CAROLINA	<u>0086 0094 4892 7062 7452 8773</u>
TENNESSEE	<u>0086 0098 4892 8773</u>

**ACNA**      LWK NKH TVN

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	SOME C	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)																					
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