

**AMENDMENT  
TO THE  
INTERCONNECTION AGREEMENT  
BETWEEN**

**ALLCALL, Inc.  
and  
BellSouth Telecommunications, Inc.**

**DATED January 9, 2001**

Pursuant to this Amendment, (the "Amendment"), ALLCALL, Inc. (ALLCALL), and BellSouth Telecommunications, Inc. (BellSouth), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated January 9, 2001 (Agreement) to be effective on the date of the last signature executing the Amendment.

WHEREAS, BellSouth and ALLCALL entered into the Agreement on January 9, 2003, 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. The Parties agree to add Section 3.6 to Attachment 4 – Physical Collocation as follows:

3.6 Co-Carrier Cross Connect (CCXC). The primary purpose of collocation is for a telecommunications carrier to interconnect with BellSouth's network or to access BellSouth's UNEs for the provision of telecommunications services. BellSouth will permit ALLCALL to interconnect between its virtual or physical collocation arrangement(s) and that (those) of another collocated telecommunications carrier within the same BellSouth Premise. Both ALLCALL's agreement and the other collocated telecommunications carrier's agreement must contain the CCXC rates, terms and conditions before BellSouth will permit the provisioning of CCXCs between the two collocated carriers. ALLCALL is prohibited from using the Collocation Space for the sole or primary purpose of cross-connecting to other collocated telecommunications carriers.

3.6.1 ALLCALL must contract with a BellSouth Certified Supplier to place the CCXC. The CCXC shall be provisioned using facilities owned by ALLCALL. Such cross-connections to other collocated telecommunications carriers may be made using either electrical or

optical facilities. ALCALL shall be responsible for providing a letter of authorization (LOA), with the application, to BellSouth from the other collocated telecommunications carrier to which it will be cross-connecting. The ALCALL-provisioned CCXC shall utilize BellSouth common cable support structure. There will be a recurring charge per linear foot, per cable, of common cable support structure used by ALCALL to provision the CCXC to the other collocated telecommunications carrier. In those instances where ALCALL's equipment and the equipment of the other collocated telecommunications carrier are located in contiguous caged Collocation Space, ALCALL may use its own technicians to install co-carrier cross connects using either electrical or optical facilities between the equipment of both collocated telecommunications carriers by constructing a dedicated cable support structure between the two contiguous cages. ALCALL shall deploy such electrical or optical cross-connections directly between its own facilities and the facilities of another collocated telecommunications carrier without being routed through BellSouth's equipment. ALCALL shall not provision CCXC on any BellSouth distribution frame, POT (Point of Termination) Bay, DSX (Digital System Cross-Connect) or LGX (Light Guide Cross-Connect). ALCALL is responsible for ensuring the integrity of the signal.

3.6.2 To place an order for CCXCs, ALCALL must submit an Initial Application or Subsequent Application to BellSouth. If no modification to the Collocation Space is requested other than the placement of CCXCs, the Subsequent Application Fee for CCXCs, as defined in Exhibit B, will apply. If other modifications, in addition to the placement of CCXCs, are requested, either an Initial Application or Subsequent Application Fee will apply, pursuant to Section 6.2.2 of this Attachment. BellSouth will bill this nonrecurring fee on the date that it provides an Application Response to ALCALL.

2. The Parties agree to add to Exhibit A, Attachment 4, the rates and USOCs for Co-Carrier Cross Connects as set forth in Exhibit 1, attached hereto and incorporated herein by this reference.

3. All of the other provisions of the Agreement, dated January 8, 2001, shall remain in full force and effect.

4. Either or both of the Parties is authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

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

**BellSouth Telecommunications, Inc.**

**ALCALL, Inc.**

By: Pat C Finlen

By: Greg Davis

Name: Patrick C. Finlen

Name: GREG DAVIS

Title: Assistant Director

Title: V.P.

Date: 10/16/03

Date: 10/6/03

## EXHIBIT 1

COLLOCATION - Alabama											Attachment: 4		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
							First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
<b>PHYSICAL COLLOCATION</b>																
	Physical Collocation-Co-Carrier Cross Connects-Fiber Cable Support Structure, per linear ft			CLO	PE1ES	0.0011										
	Physical Collocation-Co-Carrier Cross Connect-Copper/Coax Cable Support Structure, per linear ft			CLO	PE1DS	0.0016										
	Physical Collocation-Co-Carrier Cross Connects, Application Fee, per application			CLO	PE1DT		584.22									
	Physical Collocation-Co-Carrier Cross Connect-Fiber Cable Support Structure, per cable	I		CLO	PE1DU		535.37									
	Physical Collocation-Co-Carrier Cross Connect-Copper/Coax Cable Support Structure, per cable	I		CLO	PE1DV		535.37									

# EXHIBIT 1

COLLOCATION - Florida											Attachment: 4		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
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
<b>PHYSICAL COLLOCATION</b>															
	Physical Collocation-Co-Carrier Cross Connects-Fiber Cable Support Structure, per linear ft			CLO	PE1ES	0.001									
	Physical Collocation-Co-Carrier Cross Connect-Copper/Coax Cable Support Structure, per linear ft			CLO	PE1DS	0.0014									
	Physical Collocation-Co-Carrier Cross Connects, Application Fee, per application			CLO	PE1DT		584.11								
	Physical Collocation-Co-Carrier Cross Connect-Fiber Cable Support Structure, per cable	I		CLO	PE1DU		535.54								
	Physical Collocation-Co-Carrier Cross Connect-Copper/Coax Cable Support Structure, per cable	I		CLO	PE1DV		535.54								

## EXHIBIT 1

COLLOCATION - Georgia											Attachment: 4		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
							First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
<b>PHYSICAL COLLOCATION</b>																
	Physical Collocation-Co-Carrier Cross Connects-Fiber Cable Support Structure, per linear ft			CLO	PE1ES	0.001										
	Physical Collocation-Co-Carrier Cross Connect-Copper/Coax Cable Support Structure, per linear ft			CLO	PE1DS	0.0015										
	Physical Collocation-Co-Carrier Cross Connects, Application Fee, per application			CLO	PE1DT		583.18									
	Physical Collocation-Co-Carrier Cross Connect-Fiber Cable Support Structure, per cable	I		CLO	PE1DU		553.43									
	Physical Collocation-Co-Carrier Cross Connect-Copper/Coax Cable Support Structure, per cable	I		CLO	PE1DV		553.43									

## EXHIBIT 1

COLLOCATION - Kentucky											Attachment: 4		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	OSS Rates (\$)																											
													Rec	Nonrecurring		Nonrecurring Dis		SOME C	SOMAN	SOMAN	SOMAN																			
													First	Add'l	First	Add'l																								
<b>PHYSICAL COLLOCATION</b>																																								
	Physical Collocation-Co-Carrier Cross Connects-Fiber Cable Support Structure, per linear ft			CLO	PE1ES	0.0012																																		
	Physical Collocation-Co-Carrier Cross Connect-Copper/Coax Cable Support Structure, per linear ft			CLO	PE1DS	0.0018																																		
	Physical Collocation-Co-Carrier Cross Connects, Application Fee, per application			CLO	PE1DT		584.20																																	
	Physical Collocation-Co-Carrier Cross Connect-Fiber Cable Support Structure, per cable	I		CLO	PE1DU		535.55																																	
	Physical Collocation-Co-Carrier Cross Connect-Copper/Coax Cable Support Structure, per cable	I		CLO	PE1DV		535.55																																	

# EXHIBIT 1

COLLOCATION - Louisiana											Attachment: 4		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
<b>PHYSICAL COLLOCATION</b>															
	Physical Collocation-Co-Carrier Cross Connects-Fiber Cable Support Structure, per linear ft			CLO	PE1ES	0.001									
	Physical Collocation-Co-Carrier Cross Connect-Copper/Coax Cable Support Structure, per linear ft			CLO	PE1DS	0.0015									
	Physical Collocation-Co-Carrier Cross Connects, Application Fee, per application			CLO	PE1DT		583.30								
	Physical Collocation-Co-Carrier Cross Connect-Fiber Cable Support Structure, per cable	I		CLO	PE1DU		534.79								
	Physical Collocation-Co-Carrier Cross Connect-Copper/Coax Cable Support Structure, per cable	I		CLO	PE1DV		534.79								



# EXHIBIT 1

COLLOCATION - Mississippi											Attachment: 4		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
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
<b>PHYSICAL COLLOCATION</b>															
	Physical Collocation-Co-Carrier Cross Connect-Fiber Cable Support Structure, per linear ft			CLO	PE1ES	0.001									
	Physical Collocation-Co-Carrier Cross Connect-Copper/Coax Cable Support Structure, per linear ft			CLO	PE1DS	0.0015									
	Physical Collocation-Co-Carrier Cross Connect, Application Fee, per application			CLO	PE1DT		583.13								
	Physical Collocation-Co-Carrier Cross Connect-Fiber Cable Support Structure, per cable	I		CLO	PE1DU		534.65								
	Physical Collocation-Co-Carrier Cross Connect-Copper/Coax Cable Support Structure, per cable	I		CLO	PE1DV		534.65								

# EXHIBIT 1

COLLOCATION - North Carolina											Attachment: 4		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
							First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN
<b>PHYSICAL COLLOCATION</b>															
	Physical Collocation-Co-Carrier Cross Connect-Fiber Cable Support Structure, per linear ft			CLO	PE1ES	0.0028									
	Physical Collocation-Co-Carrier Cross Connect-Copper/Coax Cable Support Structure, per linear ft			CLO	PE1DS	0.0041									
	Physical Collocation-Co-Carrier Cross Connect, Application Fee, per application			CLO	PE1DT		583.66								
	Physical Collocation-Co-Carrier Cross Connect-Fiber Cable Support Structure, per cable	I		CLO	PE1DU		532.72								
	Physical Collocation-Co-Carrier Cross Connect-Copper/Coax Cable Support Structure, per cable	I		CLO	PE1DV		532.72								

# EXHIBIT 1

COLLOCATION - South Carolina														Attachment: 4		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 First
<b>PHYSICAL COLLOCATION</b>																	
	Physical Collocation-Co-Carrier Cross Connect-Fiber Cable Support Structure, per linear ft			CLO	PE1ES	0.001											
	Physical Collocation-Co-Carrier Cross Connect-Copper/Coax Cable Support Structure, per linear ft			CLO	PE1DS	0.0015											
	Physical Collocation-Co-Carrier Cross Connect, Application Fee, per application			CLO	PE1DT		584.42										
	Physical Collocation-Co-Carrier Cross Connect-Fiber Cable Support Structure, per cable	I		CLO	PE1DU		536.56										
	Physical Collocation-Co-Carrier Cross Connect-Copper/Coax Cable Support Structure, per cable	I		CLO	PE1DV		536.56										

# EXHIBIT 1

COLLOCATION - Tennessee														Attachment: 4		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
							First	Add'l	First	Add'l							
<b>PHYSICAL COLLOCATION</b>																	
	Physical Collocation-Co-Carrier Cross Connect-Fiber Cable Support Structure, per linear ft			CLO	PE1ES	0.0013											
	Physical Collocation-Co-Carrier Cross Connect-Copper/Coax Cable Support Structure, per linear ft			CLO	PE1DS	0.0019											
	Physical Collocation-Co-Carrier Cross Connect, Application Fee, per application			CLO	PE1DT		585.09										
	Physical Collocation-Co-Carrier Cross Connect-Fiber Cable Support Structure, per cable	I		CLO	PE1DU		555.03										
	Physical Collocation-Co-Carrier Cross Connect-Copper/Coax Cable Support Structure, per cable	I		CLO	PE1DV		555.03										