AMENDMENT TO THE INTERCONNECTION AGREEMENT BETWEEN

ALLCALL, Inc. and BellSouth Telecommunications, Inc.

DATED January 9, 2001

Pursuant to this Amendment, (the "Amendment"), ALCALL, Inc. (ALCALL), 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 ALCALL 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 ALCALL to interconnect between its virtual or physical collocation arrangement(s) and that (those) of another collocated telecommunications carrier within the same BellSouth Premise. Both ALCALL'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. ALCALL is prohibited from using the Collocation Space for the sole or primary purpose of cross-connecting to other collocated telecommunications carriers.
 - 3.6.1 ALCALL must contract with a BellSouth Certified Supplier to place the CCXC. The CCXC shall be provisioned using facilities owned by ALCALL. 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 crossconnecting. 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 crossconnections 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: Pet CT	By: Great Javis
Name: Patrick C. Finlen	Name: GREG DAUIS
Title: Assistant Director	Title: $\mathcal{V}_{\mathcal{P}}$
Date: 10/16/0-3	Date: 10/6/03

COI	LOCA	TION - Alabama												Attachment	: 4	Exhibit: A	
CAT	EGORY	RATE ELEMENTS	Interi m	Zon e	BCS	USOC		R	ATES (\$)				Submitted Manually per LSR	l Charge - Manual Svc	I Charge - Manual Svc Order	I Charge -	Incrementa I Charge - Manual Svc Order vs.
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PHY	SICAL C	OLLOCATION															
		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	ı		CLO	PE1DU		535.37									
		Physical Collocation-Co-Carrier Cross Connect-Copper/Coax Cable Support Structure, per cable	ı		CLO	PE1DV		535.37									

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CC	DLLOCAT	ION - Florida												Attachment	: 4	Exhibit: A	
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PH	YSICAL C	OLLOCATION															
		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	- 1		CLO	PE1DU		535.54									
		Physical Collocation-Co-Carrier Cross Connect-Copper/Coax Cable Support Structure,															
		per cable	I		CLO	PE1DV		535.54									

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COL	LOCA	TION - Georgia												Attachment	: 4	Exhibit: A	
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		linear ft			CLO	PE1ES	0.001										
		Physical Collocation-Co-Carrier Cross Connect-Copper/Coax Cable Support Structure,															1
		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	- 1		CLO	PE1DU		553.43									
		Physical Collocation-Co-Carrier Cross Connect-Copper/Coax Cable Support Structure,							-								
		per cable	- 1		CLO	PE1DV		553.43									

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СО	LLOCA	TION - Kentucky												Attachment	: 4	Exhibit:A	
CAT	EGORY	RATE ELEMENTS	Interi m	Zon e	BCS	USOC		R <i>i</i>	ATES (\$)				Submitted Manually per LSR	I Charge - Manual Svc Order vs. Electronic-	I Charge - Manual Svc Order	I Charge - Manual Svc Order vs.	Incrementa I Charge - Manual Svc Order vs. Electronic- Disc Add'I
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		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	ı		CLO	PE1DU		535.55									
		Physical Collocation-Co-Carrier Cross Connect-Copper/Coax Cable Support Structure, per cable	ı		CLO	PE1DV		535.55									

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СО	LLOCAT	TON - Louisiana												Attachment	: 4	Exhibit: A	
САТ	EGORY	RATE ELEMENTS	Interi m	Zon e	BCS	USOC		RA	TES (\$)				Submitted Manually per LSR	I Charge - Manual Svc Order vs. Electronic-	I Charge - Manual Svc Order	I Charge - Manual Svc Order vs.	Manual Svc
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		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	ı		CLO	PE1DU		534.79									
		Physical Collocation-Co-Carrier Cross Connect-Copper/Coax Cable Support Structure, per cable	ı		CLO	PE1DV		534.79									

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COL	LOCA	TION - Mississippi												Attachment	: 4	Exhibit: A	
												Svc	Svc Order	Incrementa	Incrementa	Incrementa	Incrementa
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PHYS		OLLOCATION															
		Physical Collocation-Co-Carrier Cross Connect-Fiber Cable Support Structure, per															i l
		linear ft			CLO	PE1ES	0.001										
		Physical Collocation-Co-Carrier Cross Connect-Copper/Coax Cable Support Structure,															i l
		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	- 1		CLO	PE1DU		534.65									
		Physical Collocation-Co-Carrier Cross Connect-Copper/Coax Cable Support Structure,															
		per cable	- 1		CLO	PE1DV		534.65									1 1

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COL	LOCA	FION - North Carolina												Attachment	: 4	Exhibit: A	
												Svc					Incrementa
												Order		I Charge - Manual Svc	I Charge - Manual	I Charge -	I Charge - Manual Svc
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PHY	SICAL C	OLLOCATION															
		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															1
		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			Ī		_	Ī	·								
		cable	- 1		CLO	PE1DU		532.72									
		Physical Collocation-Co-Carrier Cross Connect-Copper/Coax Cable Support					-										
		Structure, per cable	- 1		CLO	PE1DV		532.72									

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COL	LOCA	FION - South Carolina												Attachment	: 4	Exhibit:A	
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PHY	SICAL C	OLLOCATION															
		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	- 1		CLO	PE1DU		536.56									
		Physical Collocation-Co-Carrier Cross Connect-Copper/Coax Cable Support Structure,															
		per cable	- 1		CLO	PE1DV		536.56									

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COL	LOCA	TON - Tennessee												Attachment	: 4	Exhibit: A	
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		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	- 1		CLO	PE1DU		555.03									
		Physical Collocation-Co-Carrier Cross Connect-Copper/Coax Cable Support Structure,						_									
		per cable	- 1		CLO	PE1DV		555.03									

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