

INTERCONNECTION, COLLOCATION AND RESALE AGREEMENT

FOR THE STATE OF MISSOURI

MCImetro Access Transmission Services LLC

and

Embarq Missouri, Inc.

This Interconnection, Collocation and Resale Agreement ("Agreement"), dated October 1, 2007, is entered into by between MCImetro Access Transmission Services LLC ("CLEC") a Delaware limited liability company, and Embarq Missouri, Inc. ("Embarq"), a Missouri corporation, to establish the rates, terms and conditions for local interconnection, local resale and purchase of unbundled network elements (individually referred to as the "service" or collectively as the "services."

NOW THEREFORE, the Parties agree as follows:

1. CONDITIONS

The Parties agree that the Agreement between the Parties shall consist of the Interconnection, Collocation and Resale Agreement for the state of Missouri entered into by and between Embarq and AT&T Communications of the Southwest, Inc., dated September 25, 2006 ("Adopted Agreement").

All services provided under this Agreement will be consistent with the decisions of courts having jurisdiction over this Agreement, including but not limited to the decisions of the Court of Appeals and the United States Supreme Court.

2. PARTIES:

CLEC is hereby substituted in the Adopted Agreement for AT&T Communications of the Southwest, Inc. Embarq shall remain as the other Party to the Adopted Agreement. Except as modified herein, the Agreement shall in all other respects reflect the same terms as the Adopted Agreement.

3. TERM:

This termination date of this Agreement is September 25, 2008, which corresponds with the expiration date of the Adopted Agreement.

4. NOTICES:

Except as otherwise provided, all notices and other communication hereunder shall be deemed to have been duly given when made in writing and delivered in person or deposited in the United States mail, certified mail, postage paid, return receipt requested and addressed as follows:

If to Director, Contract Management
Embarq: Embarq
 9300 Metcalf
 KSOPKB0402-413
 Overland Park, KS 66212

If to Chief Network Counsel
CLEC: Attn: Robert A. Peterson
 1133 19th Street NW
 Washington, DC 20036
 Fax: (202) 736-6903

Director
National Carrier Contracts and Initiatives
22001 Loudon County Parkway suite G-2-3-614
Ashburn, VA 20147
FAX: (703) 886-0118

With a Senior Attorney
copy to: Embarq External Affairs
 5454 110th St.
 KSOPKJ0401-403
 Overland Park, KS 66211

Add'l Manager
address Line Cost Management
for billing 6929 N. Lakewood Ave. (Maildrop 2.2- 105C)
related Tulsa, OK 74117
notices.

With a Manager
copy to: Alliance Management
 205 N. Michigan Avenue 11th Floor
 Chicago, IL 60601
 Fax: (312) 470-5575

5. MISCELLANEOUS

- 5.1 Other than as set forth above, the Agreement remains unchanged and in full force and effect. In the event of a conflict between the terms of this Agreement and the Adopted Agreement, this Agreement will control.
- 5.2 This Agreement, executed by authorized representatives of Embarq and CLEC, is made a part of and incorporates the terms and conditions of this Agreement and the Adopted Agreement.

IN WITNESS WHEREOF, the Parties hereto have caused this Agreement to be executed by their duly respective authorized representatives.

"Embarq"

By: 

Name : Emeric W. Kapka

Title: Director – Contract Management

Date: 10/24/07

"CLEC"

By: 

Name: **Peter H. Reynolds**

Title: Director

Date: Oct 17, 2007