

**AMENDMENT TO
INTERCONNECTION AGREEMENT UNDER SECTIONS 251 AND 252 OF THE
TELECOMMUNICATIONS ACT OF 1996
BETWEEN
AT&T
AND
METTEL**

The Interconnection Agreement dated June 1, 2005 by and between Illinois Bell Telephone Company d/b/a SBC Illinois¹, Indiana Bell Telephone Company Incorporated d/b/a SBC Indiana², Michigan Bell Telephone Company d/b/a SBC Michigan³, Nevada Bell Telephone Company d/b/a SBC Nevada⁴, The Ohio Bell Telephone Company d/b/a SBC Ohio⁵, Pacific Bell Telephone Company d/b/a SBC California⁶, The Southern New England Telephone Company d/b/a SBC Connecticut⁷, Southwestern Bell Telephone, L.P. d/b/a SBC Arkansas, SBC Kansas, SBC Missouri, SBC Oklahoma and/or SBC Texas⁸ and/or Wisconsin Bell, Inc. d/b/a SBC Wisconsin⁹ (collectively, "AT&T") and Metropolitan Telecommunications of Arkansas, Inc. d/b/a MetTel DE, Metropolitan Telecommunications of California, Inc. d/b/a MetTel DE, Metropolitan Telecommunications of Connecticut, Inc. d/b/a MetTel CT, Metropolitan Telecommunications of Illinois, Inc. d/b/a MetTel DE, Metropolitan Telecommunications of Indiana, Inc. d/b/a MetTel DE, Metropolitan Telecommunications of Kansas, Inc. d/b/a MetTel DE, Metropolitan Telecommunications of Michigan, Inc. d/b/a MetTel DE, Metropolitan Telecommunications of Missouri, Inc. d/b/a MetTel DE, Metropolitan Telecommunications of Nevada, Inc. d/b/a MetTel DE, Metropolitan Telecommunications of Ohio, Inc. d/b/a MetTel DE, Metropolitan Telecommunications of Oklahoma, Inc. d/b/a MetTel DE, Metropolitan Telecommunications of Texas, Inc. d/b/a MetTel DE and/or Metropolitan Telecommunications of Wisconsin, Inc. d/b/a MetTel DE (collectively, "MetTel") ("Agreement") effective in the states of Arkansas, California, Connecticut, Illinois, Indiana, Kansas, Michigan, Missouri, Nevada, Ohio, Oklahoma, Texas and Wisconsin is hereby amended as follows:

1. Section 5 of the General Terms and Conditions is amended by adding the following section:
 - 5.2.1 Notwithstanding anything to the contrary in this section 5, the original expiration date of this Agreement, as modified by this Amendment, will be extended for a period of three (3) years commencing on April 9, 2007 until April 9, 2010 (the "Extended Expiration Date"). The Agreement shall expire on the Extended Expiration Date; provided, however, that during the period from the effective date of this Amendment until the Extended Expiration Date, the Agreement may be terminated earlier either by written notice from MetTel, by AT&T pursuant to the Agreement's early termination provisions, by mutual agreement of the parties, or upon the effective date of a written and signed superseding agreement between the parties.
2. The Parties acknowledge and agree that AT&T shall permit the extension of this Agreement, subject to amendment to reflect future changes of law as and when they may arise.

¹ Illinois Bell Telephone Company (previously referred to as "Illinois Bell" or "SBC Illinois") now operates under the name "AT&T Illinois" pursuant to an assumed name filing with the State of Illinois.

² Indiana Bell Telephone Company Incorporated (previously referred to as "Indiana Bell" or "SBC Indiana") now operates under the name "AT&T Indiana".

³ Michigan Bell Telephone Company (previously referred to as "Michigan Bell" or "SBC Michigan") now operates under the name "AT&T Michigan" pursuant to an assumed name filing with the State of Michigan.

⁴ Nevada Bell Telephone Company, a Nevada corporation, is now doing business in Nevada as "AT&T Nevada".

⁵ The Ohio Bell Telephone Company (previously referred to as "Ohio Bell" or "SBC Ohio") now operates under the name "AT&T Ohio."

⁶ Pacific Bell Telephone Company, a California corporation, is now doing business in California as "AT&T California".

⁷ The Southern New England Telephone Company does business under the name "AT&T Connecticut".

⁸ On December 30, 2001, Southwestern Bell Telephone Company (a Missouri corporation) was merged with and into Southwestern Bell Texas, Inc. (a Texas corporation) and, pursuant to Texas law, was converted to Southwestern Bell Telephone, L.P., a Texas limited partnership. On June 29, 2007, Southwestern Bell Telephone, L.P., a Texas limited partnership, was merged with and into SWBT Inc., a Missouri corporation, with SWBT Inc. as the survivor entity. Simultaneous with the merger, SWBT Inc. changed its name to Southwestern Bell Telephone Company. Southwestern Bell Telephone Company is doing business in Arkansas as "AT&T Arkansas", in Kansas as "AT&T Kansas", in Missouri as "AT&T Missouri", in Oklahoma as "AT&T Oklahoma" and in Texas as "AT&T Texas".

⁹ Wisconsin Bell, Inc. (previously referred to as "Wisconsin Bell" or "SBC Wisconsin") now operates under the name "AT&T Wisconsin".

3. EXCEPT AS MODIFIED HEREIN, ALL OTHER TERMS AND CONDITIONS OF THE UNDERLYING AGREEMENT SHALL REMAIN UNCHANGED AND IN FULL FORCE AND EFFECT.
4. In entering into this Amendment, neither Party waives, and each Party expressly reserves, any rights, remedies or arguments it may have at law or under the intervening law or regulatory change provisions in the underlying Agreement (including intervening law rights asserted by either Party via written notice predating this Amendment) with respect to any orders, decisions, legislation or proceedings and any remands thereof, which the Parties have not yet fully incorporated into this Agreement or which may be the subject of further review.
6. For all states except Arkansas, Connecticut and Ohio: This Amendment shall be filed with and is subject to approval by the appropriate state Commission and shall become effective ten (10) days following approval by such Commission. For Arkansas: This Amendment shall be filed with the Arkansas Public Service Commission and shall become effective upon filing. For Connecticut: This Amendment shall become effective upon approval by the Connecticut Department of Public Utility Control. For Ohio: Based on the practice of the Public Utilities Commission of Ohio, the Amendment is effective upon filing and is deemed approved by operation of law on the 31st day after filing.

IN WITNESS WHEREOF, this Amendment to the Agreement was exchanged in triplicate on this 15th day of January, 2008, by AT&T, signing by and through its duly authorized representative, and MetTel, signing by and through its duly authorized representative.

Metropolitan Telecommunications of Arkansas, Inc. d/b/a MetTel DE, Metropolitan Telecommunications of California, Inc. d/b/a MetTel DE, Metropolitan Telecommunications of Connecticut, Inc. d/b/a MetTel CT, Metropolitan Telecommunications of Illinois, Inc. d/b/a MetTel DE, Metropolitan Telecommunications of Indiana, Inc. d/b/a MetTel DE, Metropolitan Telecommunications of Kansas, Inc. d/b/a MetTel DE, Metropolitan Telecommunications of Michigan, Inc. d/b/a MetTel DE, Metropolitan Telecommunications of Missouri, Inc. d/b/a MetTel DE, Metropolitan Telecommunications of Nevada, Inc. d/b/a MetTel DE, Metropolitan Telecommunications of Ohio, Inc. d/b/a MetTel DE, Metropolitan Telecommunications of Oklahoma, Inc. d/b/a MetTel DE, Metropolitan Telecommunications of Texas, Inc. d/b/a MetTel DE and/or Metropolitan Telecommunications of Wisconsin, Inc. d/b/a MetTel DE

By: [Signature]

Name: David Rowson
(Print or Type)

Title: Pres
(Print or Type)

Date: 12-16-08

Illinois Bell Telephone Company d/b/a AT&T Illinois, Indiana Bell Telephone Company Incorporated d/b/a AT&T Indiana, Michigan Bell Telephone Company d/b/a AT&T Michigan, Nevada Bell Telephone Company d/b/a AT&T Nevada, The Ohio Bell Telephone Company d/b/a AT&T Ohio, Pacific Bell Telephone Company d/b/a AT&T California, The Southern New England Telephone Company d/b/a AT&T Connecticut, Southwestern Bell Telephone Company d/b/a AT&T Arkansas, AT&T Kansas, AT&T Missouri, AT&T Oklahoma and/or AT&T Texas and Wisconsin Bell, Inc. d/b/a AT&T Wisconsin by AT&T Operations, Inc., its authorized agent

By: [Signature]

Name: Eddie A. Reed, Jr.
(Print or Type)

Title: Director - Interconnection Agreements

Date: 1-11-08

RESALE OCN # 2372

ACNA MTV

	<u>UNE OCN</u>
ARKANSAS	631A
CALIFORNIA	180A
CONNECTICUT	5998
ILLINOIS	183A
INDIANA	184A
KANSAS	185A
MICHIGAN	180C

	<u>UNE OCN</u>
MISSOURI	553D
NEVADA	187A
OHIO	181C
OKLAHOMA	189A
TEXAS	0241
WISCONSIN	193A