

**Amendment to the Agreement
Between
Access Integrated Networks, Inc.
Birch Telecom of the South, Inc.
Birch Telecom of the South, Inc. d/b/a Birch Telecom and d/b/a Birch
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 January 1, 2005**

Pursuant to this Amendment, (the "Amendment"), Access Integrated Networks, Inc. and its certified operating affiliates, Birch Telecom of the South, Inc. and Birch Telecom of the South, Inc. d/b/a Birch Telecom and d/b/a Birch (collectively referred to as "CUSTOMER"), 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 January 1, 2005 ("Agreement") to be effective on November 1, 2008.

WHEREAS, AT&T and CUSTOMER entered into the Agreement on January 1, 2005, 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 4.1.5 of Attachment 1 is hereby deleted in its entirety and replaced with the following:
 - 4.1.5 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 Exhibits A2 and B2 of Attachment 1 of the Agreement and replace them with the rates set forth in Exhibit 1 attached hereto.
4. Except as modified herein, all of the other provisions of the Agreement, dated January 1, 2005, 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.

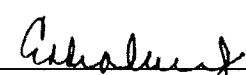
Access Integrated Networks, Inc.
Birch Telecom of the South, Inc.
Birch Telecom of the South, Inc.
d/b/a Birch Telecom and d/b/a Birch

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: Vincent M. Oddo
Title: President / CEO

Date: October 16, 2008

By: 

Name: Eddie A. Reed, Jr.

Title: Director - Interconnection Agreements

Date: 11-6-08

	<u>OCN #</u>
ALABAMA	2720 1897
FLORIDA	2720 1898
GEORGIA	4361 1986
KENTUCKY	2720 0393
LOUISIANA	0947 1738

	<u>OCN #</u>
MISSISSIPPI	2720 5174
NORTH CAROLINA	2720 3094 2435
SOUTH CAROLINA	3094 2441
TENNESSEE	3290 1739

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UNBUNDLED NETWORK ELEMENTS - Alabama											Attachment: 1		Exhibit: A2									
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							
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							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: A2										
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UNBUNDLED NETWORK ELEMENTS - Mississippi											Attachment: 1		Exhibit: A2									
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