

AMENDMENT TO
INTERCONNECTION AGREEMENT UNDER SECTIONS 251 AND 252 OF THE
TELECOMMUNICATIONS ACT OF 1996
BETWEEN
SOUTHWESTERN BELL TELEPHONE COMPANY d/b/a AT&T MISSOURI
AND
XO COMMUNICATIONS SERVICES, INC.

This Amendment (the "Amendment") modifies the Interconnection Agreement dated August 9, 2005 by and between Southwestern Bell Telephone Company d/b/a AT&T Missouri¹ ("AT&T Missouri") and XO Communications Services, Inc. ("CLEC") and as subsequently amended (the "Agreement") effective in the State of Missouri. AT&T Missouri and CLEC are hereinafter referred to collectively as the "Parties" and individually as a "Party".

WHEREAS, the Parties wish to amend the Agreement to reflect the Missouri legislation in House Bill 1779, effective August 28, 2008, related to the appropriate compensation for voice over internet protocol (VoIP) service;

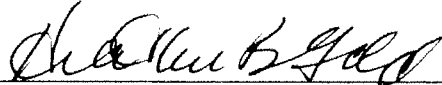
NOW, THEREFORE, in consideration of the foregoing, and the promises and mutual agreements set forth in the Agreement and in this Amendment, the Agreement is hereby amended:

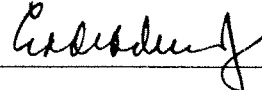
1. **Recitals.** The above recital is hereby incorporated in its entirety into this Amendment.
2. **House Bill 1779, Section 392.550.** The Parties shall exchange enhanced/information services traffic, including without limitation Voice Over Internet Protocol ("VOIP") traffic and other enhanced services traffic (collectively, "IS Traffic") subject to the appropriate exchange access charges to the same extent that telecommunications services are subject to such charges; provided, however, to the extent that as of August 28, 2008, the Agreement contains intercarrier compensation provisions specifically applicable to interconnected Voice Over Internet Protocol ("iVoIP") Traffic, as part of IS Traffic, those provisions shall remain in effect through December 31, 2009, and the intercarrier compensation arrangement described in this Section shall not become effective until January 1, 2010, unless otherwise amended or revised by the Parties for further change of law.
3. Nothing in this Amendment shall affect the general application and effectiveness of the Agreement's "change of law," "intervening law," "successor rates" and/or any similarly purposed provisions. The rights and obligations set forth in this Amendment apply in addition to any other rights and obligations that may be created by such intervening law, change in law or other substantively similar provision.
4. EXCEPT AS MODIFIED HEREIN, ALL OTHER TERMS AND CONDITIONS OF THE UNDERLYING AGREEMENT SHALL REMAIN UNCHANGED AND IN FULL FORCE AND EFFECT.
5. The Parties agree that this Amendment will act to supersede, amend and modify the applicable provisions contained in the Agreement. To the extent there are any inconsistencies between the provisions of this Amendment and the Agreement, the provisions in this Amendment shall govern.
6. 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.
7. This Amendment shall be filed with and is subject to approval by the Missouri Public Service Commission and shall become effective ten (10) days following approval by such Commission ("Amendment Effective Date").

¹ 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 Missouri as "AT&T Missouri".

XO Communications Services, Inc.

Southwestern Bell Telephone Company d/b/a AT&T
Missouri by AT&T Operations, Inc., its authorized
agent

By: 

By: 

Name: **Heather B. Gold**
SVP External Affairs

Name: Eddie A. Reed, Jr.

Title: _____
(Print or Type)

Title: Director-Interconnection Agreements

Date: May 4, 2009

Date: 5-14-09

UNE OCN # 4774

Resale OCN # 2796

Switch Based OCN # 4774

ACNA: TQW