

**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.**

The Interconnection Agreement dated August 9, 2005 by and between Southwestern Bell Telephone Company d/b/a AT&T Missouri ("AT&T")¹ and XO Communications Services, Inc. ("XO") ("Agreement") effective in the state of Missouri is hereby amended as follows:

1. Section 4.0 Effective Date and Term of Agreement of the General Terms and Conditions is amended by adding the following section:
 - 4.2.2 Notwithstanding anything to the contrary in this Section 4.0, the original expiration date of this Agreement, as modified by this Amendment, will be extended for a period of three (3) years from November 10, 2008 until November 10, 2011 (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 XO, 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.
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.
5. 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.

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: _____

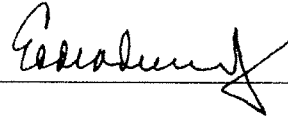


Name: **Heather B. Gold**
(Print or Type) **SVP, External Affairs**

Title: _____
(Print or Type)

Date: 7/4/08

By: _____



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

Title: Director-Interconnection Agreements

Date: 7-24-08

Resale OCN # 2796

UNE OCN # 4774

Switch Based OCN # 4774

ACNA: TQW