

**AMENDMENT TO
RESALE AGREEMENT UNDER SECTIONS 251 AND 252 OF THE TELECOMMUNICATIONS
ACT OF 1996
BETWEEN
SOUTHWESTERN BELL TELEPHONE COMPANY d/b/a AT&T MISSOURI
AND
DPI-TELECONNECT, L.L.C.**

The Resale Agreement dated July 12, 2000 by and between Southwestern Bell Telephone Company d/b/a AT&T Missouri ("AT&T Missouri")¹ and dPi-Teleconnect, L.L.C. ("dPi") ("Agreement") effective in the State of Missouri is hereby amended as follows:

1. Section 6 Effective Date, Term, and Termination is amended by adding the following section:
 - 6.2.1 Notwithstanding anything to the contrary in this Section 6, the original expiration date of this Agreement, as modified by this Amendment, will be extended for a period of three (3) years commencing December 12, 2007 until December 12, 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 dPi, by AT&T Missouri 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 Missouri 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".

IN WITNESS WHEREOF, this Amendment to the Agreement was exchanged in triplicate on this 4th day of April, 2008, by AT&T Missouri, signing by and through its duly authorized representative, and dPi, signing by and through its duly authorized representative.

dPi-Teleconnect, L.L.C.

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

By: David Dorwant

By: Eddie A. Reed, Jr

Name: David Dorwant
(Print or Type)

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

Title: President
(Print or Type)

Title: Director - Interconnection Agreements

Date: 4/15/08

Date: 4.4.08

FACILITIES-BASED OCN # _____

UNE OCN # _____

RESALE OCN # 4728

ACNA DIN