

**Amendment to the Agreement
Between
Access Integrated Networks, Inc.
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. ("CUSTOMER"), and BellSouth Telecommunications, Inc. d/b/a AT&T Alabama, AT&T Florida, AT&T Kentucky, AT&T Louisiana, AT&T Mississippi, AT&T North Carolina, AT&T South Carolina and AT&T Tennessee ("AT&T"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain DSO Services Agreement between the Parties dated January 1, 2005 ("Agreement") to be effective ten (10) calendar days after the date of the last signature executing the Amendment ("Effective Date").

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. The preamble in the Agreement is deleted and replaced with the following language:

THIS DSO SERVICES AGREEMENT ("Agreement") is made by and between 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, ("AT&T"), a Georgia corporation, and Access Integrated Networks, Inc., a Georgia corporation, 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 shall be effective on the Effective Date, as defined herein. This Agreement may refer to either AT&T or CUSTOMER or both as "Party" or "Parties".

2. All of the other provisions of the Agreement, dated January 1, 2005 shall remain in full force and effect.

IN WITNESS WHEREOF, the Parties have executed this Amendment the day and year written below.

**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: Kristen E. Shore

Name: Kristen E. Shore

Title: Director

Date: 4/8/08

**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**

By: Vincent M. Oddo

Name: Vincent M. Oddo

Title: President & CEO

Date: 4/7/08