

**SECOND AMENDMENT
TO
STATE COMMUNICATIONS/BELLSOUTH INTERCONNECTION AGREEMENT
DATED
APRIL 27, 1999**

Pursuant to this Amendment to State Communications/BellSouth Interconnection Agreement (the "Amendment"), for the state of Kentucky, State Communications, Inc. ("State Communications") and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend the State Communications/BellSouth Interconnection Agreement April 27, 1999 ("Interconnection Agreement").

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, State Communications and BellSouth hereby covenant and agree as follows:

1. All references to State Communications, Inc. shall be replaced with State Communications, Inc. d/b/a TriVergent Communications, Inc.
2. All of the other provisions of the Interconnection Agreement shall remain unchanged and in full force and effect.
3. Either or both of the Parties shall submit this Amendment to the Kentucky Public Service Commission or other regulatory body having jurisdiction over the subject matter of this Amendment, for approval subject to Section 252(e) of the federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below.

**State Communications, Inc. d/b/a
TriVergent Communications, Inc.**

Original on File
Signature

John H. Lummus
Printed Name

Dir. Of Interconnection Svcs.
Title

10/22/1999
Date

BellSouth Telecommunications, Inc.

Original on File
Signature

Jerry Hendrix
Printed Name

Sr. Director
Title

10/22/1999
Date