

**Amendment to the Agreement
Between
MCImetro Access Transmission Services, Inc.
and
BellSouth Telecommunications, Inc.
Dated July 29, 2002**

Pursuant to this Amendment, (the "Amendment"), MCImetro Access Transmission Services, Inc. (MCI), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Kentucky Interconnection Agreement between the Parties dated July 29, 2002 ("Agreement") to be effective thirty (30) calendar days after the date of the last signature executing the Amendment.

WHEREAS, BellSouth and MCI entered into the Agreement on July 29, 2002, and;

WHEREAS, BellSouth and MCI desire to amend the Agreement to add additional rates, terms and conditions;

WHEREAS, BellSouth and MCI are amending the Agreement to modify the Local Number Portability (LNP) recovery charge pursuant to the Order in the matter of the Telephone Number Portability BellSouth Corporation Petition for Declaratory Ruling and/or Waiver, CC Docket No. 95-116, released April 13, 2004;

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 Parties agree to add to the rates in Table 1 of Attachment 1, the rates set forth in Exhibit 1 of this Amendment, attached hereto and incorporated herein by this reference.
2. The Parties agree to add the following language to Attachment 3 as Section 5.6.5.9:

5.6.5.9 On/Off Premises Extensions and Different Premises Addresses working with 2-wire voice grade port, voice grade Loop, unbundled end office switching, unbundled end office trunk port, common transport per mile per MOU, common transport facilities termination, tandem switching, and tandem trunk port.
3. The Parties agree to add to the rates in Table 1 of Attachment 1, the rates set forth in Exhibit 2 of this Amendment, attached hereto and incorporated herein by this reference.
4. The Parties agree Section 2.5.1 of Part A of the General Terms and Conditions is created to read:

2.5.1 MCI shall waive its right pursuant to Section 252(i) of the Act to adopt language from any other interconnection agreement filed and approved by any state public service commission that would effectively replace, supersede or conflict with the language to which the parties have agreed as set

forth in the Percent Local Facility (“PLF”) Factor, Reciprocal Compensation and Transit Traffic Amendment effective September 1, 2003. To the extent that MCIIm requests adoption of any other such interconnection agreement pursuant to the Section 252(i) of the Act, the Parties shall modify the adopted agreement to delete the language in such agreement pertaining to the language expressly agreed upon in the PLF Factor, Reciprocal Compensation and Transit Traffic Amendment and to incorporate the language set forth in the PLF Factor, Reciprocal Compensation and Transit Traffic Amendment.

5. The Parties agree to delete in their entirety all rate elements and USOCs identified as “Local Number Portability charges” in Table 1 of Attachment 1, as specified by the following USOCs: LNPCX, LNPCP, LNPCN, and LNPCC.
6. The Parties agree to add the following language as Sections 5.7.2 and 7.8 of Attachment 3:

5.7.2 (and 7.8) MCIIm shall pay to BellSouth the Local Number Portability charges as set forth in Section 13 of the BellSouth FCC No. 1 Tariff.
7. All of the other provisions of the Agreement, dated July 29, 2002, shall remain in full force and effect.
8. Either or both of the Parties are authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

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

BellSouth Telecommunications, Inc.

By: Kristen E. Rowe

Name: KRISTEN E. ROWE

Title: DIRECTOR

Date: 8/1/04

MCI metro Access Transmission Services, Inc.

By: [Signature]

Name: Michael Beach

Title: Vice President, Carrier Management

Date: 8/24/04

UNBUNDLED NETWORK ELEMENTS - Kentucky																		
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 1		Table: 1							
									Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l						
							Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)						
								First	Add'l	First	Add'l	SOMEc	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL COLLOCATION																		
	Physical Collocation - Co-Carrier Cross Connects/Direct Connect - Fiber Cable Support Structure, per linear ft.			CLO	PE1ES	0.0012												
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect Copper/Coax Cable Support Structure, per lin. ft.			CLO	PE1DS	0.0018												
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect Fiber Cable Support Structure, per cable	I		CLO	PE1DU	535.55												
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect Copper/Coax Cable Support Structure, per cable	I		CLO	PE1DV	535.55												

UNBUNDLED NETWORK ELEMENTS - Kentucky										Attachment: 1		Table: 1			
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
						Rec	Nonrecurring		Nonrecurring Disconnect						
						First	Add'l	First	Add'l	SOMEK	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES															
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)															
OFF/ON PREMISES EXTENSION CHANNELS															
	2 Wire Analog Voice Grade Extension Loop – Non-Design		1	UEPRX	UEAEN	10.56	46.66	22.57	26.65	7.65	7.86				
	2 Wire Analog Voice Grade Extension Loop – Non-Design		2	UEPRX	UEAEN	15.34	46.66	22.57	26.65	7.65	7.86				
	2 Wire Analog Voice Grade Extension Loop – Non-Design		3	UEPRX	UEAEN	31.11	46.66	22.57	26.65	7.65	7.86				
	2 Wire Analog Voice Grade Extension Loop – Design		1	UEPRX	UEAED	12.67	134.89	81.87	73.65	14.88	7.86				
	2 Wire Analog Voice Grade Extension Loop – Design		2	UEPRX	UEAED	17.45	134.89	81.87	73.65	14.88	7.86				
	2 Wire Analog Voice Grade Extension Loop – Design		3	UEPRX	UEAED	33.22	134.89	81.87	73.65	14.88	7.86				
INTEROFFICE TRANSPORT															
	Interoffice Transport - Dedicated - 2 Wire Voice Grade - Facility Termination			UEPRX	U1TV2	23.95	47.34	31.78	22.77	8.75	7.86				
	Interoffice Transport - Dedicated - 2 Wire Voice Grade - Per Mile or Fraction Mile			UEPRX	U1TVM	0.0095	0.00	0.00							
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)															
OFF/ON PREMISES EXTENSION CHANNELS															
	2 Wire Analog Voice Grade Extension Loop – Non-Design		1	UEPBX	UEAEN	10.56	46.66	22.57	26.65	7.65	7.86				
	2 Wire Analog Voice Grade Extension Loop – Non-Design		2	UEPBX	UEAEN	15.34	46.66	22.57	26.65	7.65	7.86				
	2 Wire Analog Voice Grade Extension Loop – Non-Design		3	UEPBX	UEAEN	31.11	46.66	22.57	26.65	7.65	7.86				
	2 Wire Analog Voice Grade Extension Loop – Design		1	UEPBX	UEAED	12.67	134.89	81.87	73.65	14.88	7.86				
	2 Wire Analog Voice Grade Extension Loop – Design		2	UEPBX	UEAED	17.45	134.89	81.87	73.65	14.88	7.86				
	2 Wire Analog Voice Grade Extension Loop – Design		3	UEPBX	UEAED	33.22	134.89	81.87	73.65	14.88	7.86				
INTEROFFICE TRANSPORT															
	Interoffice Transport - Dedicated - 2 Wire Voice Grade - Facility Termination			UEPBX	U1TV2	23.95	47.34	31.78	22.77	8.75	7.86				
	Interoffice Transport - Dedicated - 2 Wire Voice Grade - Per Mile or Fraction Mile			UEPBX	U1TVM	0.0095	0.00	0.00							
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES - PBX)															
OFF/ON PREMISES EXTENSION CHANNELS															
	Local Channel Voice grade, per termination		1	UEPRG	P2JHX	12.67	134.89	81.87	73.65	14.88	7.86				
	Local Channel Voice grade, per termination		2	UEPRG	P2JHX	17.45	134.89	81.87	73.65	14.88	7.86				
	Local Channel Voice grade, per termination		3	UEPRG	P2JHX	33.22	134.89	81.87	73.65	14.88	7.86				
	Non-Wire Direct Serve Channel Voice Grade		1	UEPRG	SDD2X	12.68	170.06	78.10	119.62	15.80	7.86				
	Non-Wire Direct Serve Channel Voice Grade		2	UEPRG	SDD2X	18.12	170.06	78.10	119.62	15.80	7.86				
	Non-Wire Direct Serve Channel Voice Grade		3	UEPRG	SDD2X	29.64	170.06	78.10	119.62	15.00	7.86				
INTEROFFICE TRANSPORT															
	Interoffice Transport - Dedicated - 2 Wire Voice Grade - Facility Termination			UEPRG	U1TV2	23.95	98.09	53.67	56.31	22.42	7.86				
	Interoffice Transport - Dedicated - 2 Wire Voice Grade - Per Mile or Fraction Mile			UEPRG	U1TVM	0.0095	0.00	0.00							
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)															
OFF/ON PREMISES EXTENSION CHANNELS															
	Local Channel Voice grade, per termination		1	UEPPX	P2JHX	12.67	134.89	81.87	73.65	14.88	7.86				
	Local Channel Voice grade, per termination		2	UEPPX	P2JHX	17.45	134.89	81.87	73.65	14.88	7.86				

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						Rec	Nonrecurring		Nonrecurring Disconnect						
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
	Local Channel Voice grade, per termination		3	UEPPX	P2JHX	33.22	134.89	81.87	73.65	14.88		7.86			
	Non-Wire Direct Serve Channel Voice Grade		1	UEPPX	SDD2X	12.68	170.06	78.10	119.62	15.80					
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	Non-Wire Direct Serve Channel Voice Grade		3	UEPPX	SDD2X	29.64	170.06	78.10	119.62	15.00					
	INTEROFFICE TRANSPORT														
	Interoffice Transport - Dedicated - 2 Wire Voice Grade - Facility Termination			UEPPX	U1TV2	23.95	47.34	31.78	22.77	8.75		7.86			
	Interoffice Transport - Dedicated - 2 Wire Voice Grade - Per Mile or Fraction Mile			UEPPX	U1TVM	0.0095	0.00	0.00							