

**AMENDMENT
TO AGREEMENT BETWEEN
SBC TELECOM, INC. AND
BELLSOUTH TELECOMMUNICATIONS, INC.
DATED JULY 24, 2000
KENTUCKY**

Pursuant to this Agreement ("the Amendment"), SBC Telecom, Inc. ("SBCT") and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties", hereby amend that certain Agreement between the Parties dated July 24, 2000 ("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, SBCT and BellSouth hereby covenant and agree as follows:

1. The SBCT notice parties in Section 20.1 of the General Terms and Conditions are hereby replaced with the following:

Debrah Baker-Oliver
Executive Director – Interconnection
Suite 1502
308 South Akard
Dallas, TX 75202

with a copy to:

Thomas Hartmann
General Counsel
Suite 125 IC40
5800 Northwest Parkway
San Antonio, TX 78249

2. All of the other provisions of the Agreement, dated July 24, 2000, shall remain in full force and effect.

3. Either or both of the Parties is 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 hereto have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below.

BellSouth Telecommunications, Inc.

SBC Telecom, Inc.

Signature on File
Signature

Signature on File
Signature

Jerry Hendrix
Name

Debrah Baker-Oliver
Name

Senior Director
Title

Executive Director
Title

10-26-00
Date

10-25-00
Date