

**Amendment to the Agreement
Between
Frankfort Plant Board
and
BellSouth Telecommunications, Inc.
Dated May 2, 2003**

Pursuant to this Amendment, (the "Amendment"), Frankfort Plant Board (FPB), and BellSouth Telecommunications, Inc. (BellSouth), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated May 2, 2003 (Agreement) to be effective retroactive to September 23, 2004 (Effective Date).

WHEREAS, BellSouth and FPB entered into the Agreement on May 2, 2003, 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. Delete and replace Section 4.1.2, Rates for White Pages Listings, in the General Terms and Conditions with the following language:

4.1.2 Rates. So long as FPB provides subscriber listing information (SLI) to BellSouth in accordance with Section 4.2 below, BellSouth shall provide to FPB one (1) primary White Pages listing per FPB subscriber at no charge other than applicable OSS charges as set forth in this Agreement.
2. All of the other provisions of the Agreement, dated May 2, 2003, shall remain in full force and effect.
3. Either or both of the Parties are authorized to submit this Amendment to the respective state regulatory authority 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: 

Name: Kristen E. Rowe

Title: Director

Date: 10/27/04

Frankfort Plant Board

By: 

Name: David M. Sandage

Title: Asst. G.M.

Date: 10-25-04