

**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 on February 10, 2005.

WHEREAS, BellSouth and FPB entered into the Agreement on May 2, 2003, and;

WHEREAS, both Parties agree that an initial New Installation of a 2-Wire Port/Loop Combination- Residence line provisioned at a Location where QuickServe is available on the line shall incur a QuickServe NonRecurring Charge (NRC) at the NRC Currently Combined Conversion Rate set forth in the Agreement and that any initial New Installation of a 2-Wire Port/Loop Combination - Residence line provisioned at a location where QuickServe is not available, shall incur the Not Currently Combined NRC, First and Additional rates set forth in the 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, the Parties hereby covenant and agree as follows:

1. The Parties agree to incorporate into Attachment 2 of the Agreement the rates and USOCs as set forth in Exhibit 1 of this Amendment attached hereto and incorporated herein by this reference.
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 authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

Signature Page

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

BellSouth Telecommunications, Inc.By: Kristen RoweName: Kristen RoweTitle: DirectorDate: 1/21/05**Frankfort Plant Board**By: David M. SandidgeName: David M. SandidgeTitle: Asst. G.MDate: 1-19-05

UNBUNDLED NETWORK ELEMENTS - Kentucky											Attachment: 2		Exhibit: A											
CATEGORY	RATE ELEMENTS						Inter m	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				
	Nonrecurring				Nonrecurring Disconnect						OSS Rates (\$)													
	First		Add'l		First						Add'l		SOME C	SOMAN							SOMAN	SOMAN	SOMAN	SOMAN
												Rec												
													First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN		
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																								
NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED																								
		2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service								UEPRX	URECC		0.10											