## Amendment to the Agreement Between MCI WorldCom Communications, Inc. and BellSouth Telecommunications, Inc. Dated July 29, 2002

Pursuant to this Amendment, (the "Amendment"), MCI WorldCom Communications, Inc. (MCIm), 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 MCIm entered into the Agreement on July 29, 2002, and;

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

WHEREAS, BellSouth and MCIm 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 MCIm 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 MCIm 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) MCIm 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.	MCI WerldCom Communications,
By: Kista Exor	By: Cult Bell M
Name: KRISTEW E, RANE	Name: Michael Beach
Title: DIRECTOR	Title: Vice President, Carrier Management
Date: 9/1/04	Date: 874/04

UNBUNDLE	D NETWORK ELEMENTS - Kentucky												Attachi	ment: 1	Tab	le: 1
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)						Submitted	Incremental Charge - Manual Svc		Incremental Charge -	Incremental Charge -
						_ 1	Nonrec	urrina	Nonrecurring	Disconnect			oss	Rates(\$)		
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PHYSICAL COL																
	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. Physical Collocation - Co-Carrier Cross Connect/Direct Connect -			CLO	PE1DS	0.0018										
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Fiber Cable Support Structure, per cable	ı		CLO	PE1DU		535.55									
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Copper/Coax Cable Support Structure, per cable				PE1DV		535.55									
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Submitted Elec Manually Manual Svc Charge - Char	UNBL	JNDLE	D NETWORK ELEMENTS - Kentucky												Attachment: 1			ole: 1
NEW NUMBER OF COMERNATIONS - COST BASED RATES	CATEGORY		RATE ELEMENTS	Interim	Zone	BCS	USOC							Submitted Manually	Manual Svc Order vs. Electronic-	Manual Svc Order vs. Electronic-	Manual Svc Order vs. Electronic-	Manual Svc
VINUALIZED   PORTLO OF COMBINATIONS - COST BASED RATES								Rec	Nonrecurring		Nonrecurring Disconnect			1	OSS Rates (\$)		I	
SWIRE VOICE GRADE LOOP WITH ZWIRE LINE PORT (RES)								-	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
OFFION PREMISES EXTENSION CHANNELS   2   WERE ANION VOICE GRADE Extension Loop - Non-   1   UEPRX   UEAEN   10.56   46.66   22.57   28.65   7.65   7.66	UNBL	JNDLE	D PORT/LOOP COMBINATIONS - COST BASED R	ATES														
OFFION PREMISES EXTENSION CHANNELS   2   WERE ANION VOICE GRADE Extension Loop - Non-   1   UEPRX   UEAEN   10.56   46.66   22.57   28.65   7.65   7.66		2 WID	E VOICE CRADE LOOP WITH 2 WIRE LINE BORT	(DEG)			-											<del></del>
2 Wire Analog Voice Grade Edemison Loop - Non-   1 UEPRX				(KES)														
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Design			Design		1	UEPRX	UEAEN	10.56	46.66	22.57	26.65	7.65		7.86				
2 Wire Analog Voice Grade Extension Loop - Non-			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	UEPRX	UEAEN	15.34	46.66	22.57	26.65	7.65		7.86				
2 Wire Analog Voice Grade Extension Loop						HEDDY		04.44	40.00	00.57	00.05	7.05		7.00				
Design   1					3	UEPRX	UEAEN	31.11	46.66	22.57	26.65	7.65		7.86				
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Design   2   UFPRX   UEAED   17.45   134.89   81.87   73.65   14.88   7.86						02.100	52,120	,2.07	.51.00	31.01	. 0.00	1 1.00						
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INTEROFFICE TRANSPORT			2 Wire Analog Voice Grade Extension Loop –															
Interoffice Transport - Dedicated - 2 Wire Voice   Grade - Facility Termination   UEPRX U1TVZ   23.95   47.34   31.78   22.77   8.75   7.86		INITEE			3	UEPRX	UEAED	33.22	134.89	81.87	73.65	14.88		7.86				
Grade - Facility Termination   UEPRX U1TVZ   23.95   47.34   31.78   22.77   8.75   7.86		INTER																
Interoffice Transport - Dedicated - 2 Wire Voice   Grade - Per Mile of Traction Mile   UEPRX   UITVM   0.0995   0.00						UEPRX	U1TV2	23.95	47.34	31.78	22.77	8.75		7.86				
2 Wire Voice Grade Extension Loop - Non- Design   2 Wire Analog Voice Grade Extension Loop - Non- Design   2 Wire Analog Voice Grade Extension Loop - Non- Design   2 Wire Analog Voice Grade Extension Loop - Non- Design   2 Wire Analog Voice Grade Extension Loop - Non- Design   2 Wire Analog Voice Grade Extension Loop - Non- Design   2 Wire Analog Voice Grade Extension Loop - Non- Design   2 Wire Analog Voice Grade Extension Loop - Non- Design   2 Wire Analog Voice Grade Extension Loop - Non- Design   2 Wire Analog Voice Grade Extension Loop - Non- Design   2 Wire Analog Voice Grade Extension Loop - Non- Design   2 Wire Analog Voice Grade Extension Loop -   1 UEPBX UEAED   17.45   134.89   81.87   73.65   14.88   7.86     2 Wire Analog Voice Grade Extension Loop -   2 UEPBX UEAED   17.45   134.89   81.87   73.65   14.88   7.86     2 Wire Analog Voice Grade Extension Loop -   2 UEPBX UEAED   17.45   134.89   81.87   73.65   14.88   7.86     3 UEPBX UEAED   17.45   134.89   81.87   73.65   14.88   7.86     3 UEPBX UEAED   17.45   134.89   81.87   73.65   14.88   7.86     4 UEPBX UEAED   17.45   134.89   81.87   73.65   14.88   7.86     5 UEPBX UEAED   17.45   134.89   81.87   73.65   14.88   7.86     6 UEPBX UEAED   17.45   134.89   81.87   73.65   14.88   7.86     6 UEPBX UEAED   17.45   134.89   81.87   73.65   14.88   7.86     7 UEPBX UEAED   17.45   134.89   81.87   73.65   14.88   7.86     7 UEPBX UEAED   17.45   134.89   81.87   73.65   14.88   7.86     8 UEPBX UEAED   17.45   134.89   81.87   73.65   14.88   7.86     9 UEPBX UEAED   17.45   134.89   81.87   73.65   14.88   7.86     9 UEPBX UEAED   17.45   134.89   81.87   73.65   14.88   7.86     1 UEPBX UEAED   17.45   134.89   81.87   73.65   14.88   7.86     1 UEPBX UEAED   17.45   134.89   81.87   73.65   14.88   7.86     2 UEPBX UEAED   17.45   134.89   81.87   73.65   14.88   7.86     2 UEPBX UEAED   17.45   134.89   81.87   73.65   14.88   7.86     2 UEPBX UEAED   17.45   134.89   81.87   73.65   14.88   7.86     2 UEPBX UEAED   17.45   134.89   81																		
COFFON PREMISES EXTENSION CHANNELS						UEPRX	U1TVM	0.0095	0.00	0.00								
2 Wire Analog Voice Grade Extension Loop - Non- Design				(BUS)														
Design		OFF/C																
2   Wire Analog Voice Grade Extension Loop — Non-Design   2   UEPBX   UEAEN   15.34   46.66   22.57   26.65   7.65   7.86					1	HEPRY	ΙΙΕΔΕΝ	10.56	46 66	22 57	26.65	7 65		7.86				
Design					-	OLIBA	OLALIV	10.50	40.00	22.01	20.00	7.00		7.00				
Design			Design		2	UEPBX	UEAEN	15.34	46.66	22.57	26.65	7.65		7.86				
2 Wire Analog Voice Grade Extension Loop																		
Design					3	UEPBX	UEAEN	31.11	46.66	22.57	26.65	7.65		7.86				
2 Wire Analog Voice Grade Extension Loop -   2 UEPBX   UEAED   17.45   134.89   81.87   73.65   14.88   7.86					4	LIEDDY	HEVED	12.67	124 90	01 07	72.65	1/1 00		7 06				
Design						UEPBA	UEAED	12.07	134.09	01.07	73.00	14.00		7.00				
2 Wire Analog Voice Grade Extension Loop -   3 UEPBX   UEAED   33.22   134.89   81.87   73.65   14.88   7.86					2	UEPBX	UEAED	17.45	134.89	81.87	73.65	14.88		7.86				
INTEROFFICE TRANSPORT																		
Interoffice Transport - Dedicated - 2 Wire Voice   Grade - Facility Termination   UEPBX   U1TVZ   23.95   47.34   31.78   22.77   8.75   7.86					3	UEPBX	UEAED	33.22	134.89	81.87	73.65	14.88		7.86				
Grade - Facility Termination		INTER																
Interoffice Transport - Dedicated - 2 Wire Voice   Grade - Per Mile or Fraction Mile   UEPBX   U1TVM   0.0095   0.00						HEDRY	111T\/2	23.05	17 31	31 79	22 77	8 75		7.86				
Carade - Per Mile or Fraction Mile		1				ULFDA	UTIVZ	23.83	+1.34	31.70	22.11	0.13		1.00				<b>—</b>
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES - PBX)			•			UEPBX	U1TVM	0.0095	0.00	0.00								1
Local Channel Voice grade, per termination			E VOICE GRADE LOOP WITH 2-WIRE LINE PORT	(RES	- PBX)													
Local Channel Voice grade, per termination   2   UEPRG   P2JHX   17.45   134.89   81.87   73.65   14.88   7.86		OFF/C																
Local Channel Voice grade, per termination   3   UEPRG   P2JHX   33.22   134.89   81.87   73.65   14.88   7.86	<b> </b>	<b> </b>		1														<del></del>
Non-Wire Direct Serve Channel Voice Grade	<b></b>	<u> </u>		1														<del> </del>
Non-Wire Direct Serve Channel Voice Grade   2   UEPRG   SDD2X   18.12   170.06   78.10   119.62   15.80   7.86																		<del>                                     </del>
Non-Wire Direct Serve Channel Voice Grade   3   UEPRG   SDD2X   29.64   170.06   78.10   119.62   15.00   7.86									170.06	78.10	119.62	15.80						├──
Interoffice Transport - Dedicated - 2 Wire Voice   Grade - Facility Termination   UEPRG   U1TV2   23.95   98.09   53.67   56.31   22.42   7.86		ļ	Non-Wire Direct Serve Channel Voice Grade		2	UEPRG	SDD2X	18.12	170.06	78.10	119.62	15.80		7.86				<u> </u>
Grade - Facility Termination		INTER	OFFICE TRANSPORT		3	UEPRG	SDD2X	29.64	170.06	78.10	119.62	15.00		7.86				
Grade - Per Mile or Fraction Mile			Grade - Facility Termination			UEPRG	U1TV2	23.95	98.09	53.67	56.31	22.42		7.86				
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)			•				I											İ
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		2 14/15		(Bile	DEA,		U1TVM	0.0095	0.00	0.00								<del>                                     </del>
Local Channel Voice grade, per termination         1         UEPPX         P2JHX         12.67         134.89         81.87         73.65         14.88         7.86	<del>                                     </del>			(802	- LRY)	1	-											<del> </del>
	<b>-</b>	JI'F/C		<b>!</b>	1	LIEPPX	P2.IHX	12 67	134 89	81 87	73 65	14 88		7.86				<del>                                     </del>

UNBUNDLED NETWORK ELEMENTS - Kentucky											Attachment:		Table: 1				
CATEGORY		RATE ELEMENTS	Interim	Zone	BCS	USOC			RATES (\$)			Svc Order Submitted Elec per LSR		Charge -	Incremental Charge - Manual Svc Order vs. Electronic- Add'l	Charge -	Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l
							Rec	Nonrec	urring	Nonrecurring	g Disconnect			oss	Rates (\$)		
							ŀ	First	Add'l	First	Add'l	SOMEC	SOMAN	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						
		Non-Wire Direct Serve Channel Voice Grade		2	UEPPX	SDD2X	18.12	170.06	78.10	119.62	15.80						
		Non-Wire Direct Serve Channel Voice Grade		3	UEPPX	SDD2X	29.64	170.06	78.10	119.62	15.00						
	INTER	ROFFICE 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															
L		Grade - Per Mile or Fraction Mile			UEPPX	U1TVM	0.0095	0.00	0.00								