

BellSouth Interconnection Services

675 West Peachtree Street, NE
Room 34S91
Atlanta, Georgia 30375

Shemega Goodman
(404) 927-7571
FAX: 404 529-7839

Sent Via Certified Mail and Electronic Mail

February 16, 2005

Assistant General Manager
The Electric and Water Plant Board of the City of Frankfort
317 West Second Street
Frankfort, KY 40601

Dear Mr. Hancock:

The Electric and Water Plant Board of the City of Frankfort ("Frankfort Plant Board") executed a Triennial Review Order compliant amendment to their Interconnection Agreement on May 2, 2003 that, among other things, removed the terms, conditions and rates related to BellSouth's Operator Services/Directory Assistance ("OS/DA") service. Since the effective date of that agreement, Frankfort Plant Board has continued to use BellSouth's suite of OS/DA products that are no longer covered by an agreement Frankfort Plant Board is currently operating under with BellSouth (including but not limited to Directory Assistance, Operator-Assistance, Busy Line Verification/Interrupt, etc.).

BellSouth values Frankfort Plant Board's business and encourages Frankfort Plant Board to enter in to a Market Agreement so that Frankfort Plant Board may continue to utilize BellSouth's suite of Operator Services which has been consistently recognized for superior levels of customer service, customer fulfillment and database accuracy.

In order to further permit Frankfort Plant Board to utilize BellSouth's suite of Operator Services, Frankfort Plant Board must execute a Market Agreement, which includes among other things BellSouth's suite of Operator Services.

Attached is the Market Agreement for execution by Frankfort Plant Board within thirty (30) days of the date of this letter. After that time period, if there is no response from Frankfort Plant Board, BellSouth will discontinue Frankfort Plant Board's utilization of BellSouth Operator Services and Directory Assistance.

Should you have any questions, please feel free to contact me.

Sincerely,



Shemega Goodman
Manager - Interconnection Services

Attachment
