

**AMENDMENT
TO THE
AGREEMENT BETWEEN
SOUTHEAST TELEPHONE, INC.
AND
BELLSOUTH TELECOMMUNICATIONS, INC.
DATED OCTOBER 9, 2001**

Pursuant to this Amendment, (the "Amendment"), SouthEast Telephone, Inc., ("SouthEast"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated October 9, 2001, ("Agreement") to be effective after the date of the last signature executing the Amendment.

WHEREAS, BellSouth and SouthEast entered into the Agreement on October 9, 2001, 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. Attachment 2 is amended to add a new section for Remote Site High Frequency Spectrum, as set forth in Exhibit 1 of this Amendment, attached hereto and incorporated herein by this reference.
2. The Parties agree to add to the rates in Exhibit B of Attachment 2, the rates set forth in Exhibit 2 of this Amendment, attached hereto and incorporated herein by this reference.
3. All of the other provisions of the Agreement, dated October 9, 2001, shall remain in full force and effect.
4. 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.

SouthEast Telephone, Inc.

BellSouth Telecommunications, Inc.

By: Signature on file

By: Signature on file

Name: Darrel Maynard

Name: Elizabeth R. A. Shiroishi

Title: President

Title: Director

Date: May 1, 2003

Date: May 5, 2003

3.7 Remote Site High Frequency Spectrum

3.7.1 General

3.7.2 BellSouth shall provide SouthEast access to the high frequency spectrum of the local sub-loop as an unbundled network element (UNE) only where BellSouth is the voice service provider to the end user at the rates set forth in this Attachment.

3.7.3 The High Frequency Spectrum is defined as the frequency range above the voiceband on a copper sub-loop facility carrying analog circuit-switched voiceband transmissions. Access to the High Frequency Spectrum is intended to allow SouthEast the ability to provide Digital Subscriber Line (xDSL) data services to the end user for whom BellSouth provides voice services. The High Frequency Spectrum shall be available for any version of xDSL complying with Spectrum Management Class 5 of ANSI T1.417, American National Standard for Telecommunications, Spectrum Management for Loop Transmission Systems. BellSouth will continue to have access to the low frequency portion of the sub-loop spectrum (from 300 Hertz to at least 3000 Hertz, and potentially up to 3400 Hertz, depending on equipment and facilities) for the purposes of providing voice service. SouthEast shall only use xDSL technology that is within the PSD mask for Spectrum Management Class 5 as found in the above-mentioned document.

3.7.4 Access to the High Frequency Spectrum requires an unloaded, 2-wire (Non-Designed) copper sub-loop. An unloaded copper sub-loop has no load coils, low-pass filters, range extenders, DAMLs, or similar devices and minimal bridged taps consistent with ANSI T1.413 and T1.601.

3.7.5 BellSouth will provide Loop Modification to SouthEast on an existing sub-loop in accordance with procedures developed in the Line Sharing Collaborative. Procedures for High Frequency Spectrum (Remote Site) Unbundled Loop Modification were developed in the Line Sharing Collaborative and may be found posted to the web at <http://www.interconnection.bellsouth.com/html/unes.html>. Nonrecurring rates for this UNE offering are as set forth in Exhibit B of this Attachment. BellSouth is not required to modify a Loop for access to the High Frequency spectrum if modification of that Loop significantly degrades BellSouth's voice service. If SouthEast requests modifications on a sub-loop longer than 18,000 ft. and requested modifications significantly degrades the voice services on the Loop, SouthEast shall pay for the Loop to be restored to its original state.

3.7.6 The High Frequency Spectrum shall only be available on sub-loops provided by BellSouth that continues to provide analog voice service directly to the end user. In the event the End User terminates its BellSouth provided voice service for any reason, or in the event BellSouth disconnects the end user's voice service pursuant to its tariffs or applicable law, and SouthEast desires to continue providing xDSL

service on such sub-loop, SouthEast shall be required to purchase a full stand-alone sub-loop. To the extent commercially practicable, BellSouth shall give SouthEast notice in a reasonable time prior to disconnect, which notice shall give SouthEast an adequate opportunity to notify BellSouth of its intent to purchase such sub-loop. In those cases where BellSouth no longer provides voice service to the end user and SouthEast purchases the full stand-alone sub-loop, SouthEast may elect the type of sub-loop it will purchase. SouthEast will pay the appropriate recurring and nonrecurring rates for such sub-loop as set forth in Exhibit B to this Attachment. In the event SouthEast purchases a voice grade Loop, SouthEast acknowledges that such sub-loop may not remain xDSL compatible.

3.7.7 Only one competitive local exchange carrier shall be permitted access to the High Frequency Spectrum of any particular sub-loop.

UNBUNDLED NETWORK ELEMENTS - Kentucky										Attachment: 2		Exhibit: B			
CATEGORY	RATE ELEMENTS	Interim	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
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)				
						First	Add'l	First	Add'l	SOMEK	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
The "Zone" shown in the sections for stand-alone loops or loops as part of a combination refers to Geographically Deaveraged UNE Zones. To view Geographically Deaveraged UNE Zone Designations by Central Office, refer to internet Website: http://www.interconnection.bellsouth.com/become_a_clec/html/interconnection.htm															
HIGH FREQUENCY SPECTRUM															
REMOTE SITE HIGH FREQUENCY SPECTRUM															
SPLITTERS-REMOTE SITE															
	Remote Site Line Share BellSouth Owned Splitter, 24 Port	I		ULS	ULSRB	38.55	114.83	0.00	84.55	0.00	7.86				
	Remote Site Line Share Cable Pair Activation CLEC Owned at RS and Deactivation	I		ULS	ULSTG		95.65	0.00	67.87	0.00	7.86				
END USER ORDERING-REMOTE SITE HIGH FREQUENCY SPECTRUM AKA REMOTE SITE LINE SHARING															
	Remote Site Line Share Line Activationfor End User Served at RS, BST Splitter	I		ULS	ULSRC	0.61	37.16	21.28	20.17	9.90	7.86				
	RS Line Share Line Activation for End User served at RS, CLEC Splitter	I		ULS	ULSTC	0.61	37.16	21.28	20.17	9.90	7.86				
	Remote Site Line Share Subsequent Activity-RS BST Owned Splitter	I		ULS	ULSRS		49.16	17.83			7.86				
	Remote Site Line Share Subsequent Activity-RS CLEC Owned Splitter	I		ULS	ULSTS		49.16	17.83			7.86				