Amendment to the Agreement Between Velocity Networks of Kentucky, Inc. and BellSouth Telecommunications, Inc. Dated July 24, 2002

Pursuant to this Amendment, (the "Amendment"), Velocity Networks of Kentucky, Inc. (Velocity), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated July 24, 2002 ("Agreement") to be effective upon the date of the last signature executing the Amendment.

WHEREAS, BellSouth and Velocity entered into the Agreement on July 24, 2002, 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. Section 4.2 of Attachment 2 is amended to include a new Section 4.2.12 Remote Call Forwarding incorporated herein below.

4.2.12 Remote Call Forwarding

- 4.2.12.1 As an option, BellSouth shall make available to Velocity an unbundled port with Remote Call Forwarding capability (URCF service). URCF service combines the functionality of unbundled local switching, tandem switching and common transport to forward calls from the URCF service telephone number (the number dialed by the calling party) to another telephone number selected by the URCF service subscriber. When ordering URCF service, Velocity will ensure that the following conditions are satisfied:
- 4.2.12.1.1 That the end user of the forward-to number (service) agrees to receive calls forwarded using the URCF service (if such end user is different from the URCF service end user);
- 4.2.12.1.2 That the forward-to number (service) is equipped with sufficient capacity to receive the volume of calls that will be generated from the URCF service:
- 4.2.12.1.3 That the URCF service will not be utilized to forward calls to another URCF or similar service; and
- 4.2.12.1.4 That the forward-to number (service) is not a public safety number (e.g. 911, fire or police number).

- 4.2.12.2 In addition to the charge for the URCF service port, BellSouth shall charge Velocity the rates set forth in Exhibit B for unbundled local switching, tandem switching, and common transport, including all associated usage incurred for calls from the URCF service telephone number (the number dialed by the calling party) to the forward- to number (service).
- 2. Attachment 2, Exhibit B Unbundled Network Element Rates of the Agreement is amended to add Remote Call Forwarding rates, incorporated herein by reference as Exhibit 1 to this Amendment.
- 3. All of the other provisions of the Agreement, dated July 24, 2002, 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.

Remote Call Forwarding Amendment Signature Page

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

BellSouth Telecommunications, Inc.

lat Ctick

Name: PATRICK C. FINLEN

Title: HSS: DIARCEOR

Date: 7/22/03

Velocity Networks of Kentucky, Inc.

Name: R. David Edward

Title: President

Date: 7/18/03

Version 1Q03: 05/09/03

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CAIL	OKI	KATE EEEMENTO	m	20116	500	0000			KATEO (Ψ)			per LSR	per LSR	Order vs.	Order vs.	Order vs.	Order vs.
														Electronic-			Electronic-
														1st	Add'l	Disc 1st	Disc Add'l
							Rec	Nonrec		Nonrecurring					Rates(\$)		
							1100	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	The "Z	one" shown in the sections for stand-alone loops or loops as	part of	a comb	pination refers to Ge	ographically	Deaveraged UN	NE Zones. To	view Geograp	hically Deavera	ged UNE Zon	e Designation	ons by Cent	ral Office, refe	er to internet	Website:	
	http://v	www.interconnection.bellsouth.com/become a clec/html/inter	connec	tion.ht	m		ū		٠.	•	•	ū	•	,			
LINBIII		OCAL EXCHANGE SWITCHING(PORTS)	1	1	 	l .	1			l		l .	1	I		1	
ONDO		IDLED PORT with REMOTE CALL FORWARDING CAPABILITY	,	1													
		IDLED REMOTE CALL FORWARDING SERVICE - RESIDENCE		1													
-	UNDU	Unbundled Remote Call Forwarding Service - Residence		1	UEPVR	UERAC	1.41	2.39	2.29	1.42	1.33		15.75		-		
		Unbundled Remote Can Forwarding Service, Area Caning, Res		1	UEFVK	UERAC	1.41	2.39	2.29	1.42	1.33		15.75		-		
		Unbundled Remote Cell Forwarding Conice Level Celling Res			UEPVR	UERLC	1.41	2.39	2.29	1.42	1.33		15.75				
-		Unbundled Remote Call Forwarding Service, Local Calling - Res Unbundled Remote Call Forwarding Service, InterLATA - Res			UEPVR	UERTE	1.41	2.39	2.29	1.42	1.33		15.75				
-					UEPVR	UERTR	1.41	2.39	2.29	1.42	1.33		15.75				
-	Non D	Unbundled Remote Call Forwarding Service, IntraLATA - Res			UEPVR	UERIR	1.41	2.39	2.29	1.42	1.33		15.75				
-	Non-Re	Unbundled Remote Call Forwarding Service - Conversion -															
		Switch-as-is			LIEDVD	110400		0.0000	0.0000				45.75				
<u> </u>					UEPVR	USAC2		0.0988	0.0988				15.75				
		Unbundled Remote Call Forwarding Service - Conversion with															
		allowed change (PIC and LPIC)			UEPVR	USACC		0.0988	0.0988								
	UNBUN	DLED REMOTE CALL FORWARDING - Bus		1													
		Unbundled Remote Call Forwarding Service, Area Calling - Bus		<u> </u>	UEPVB	UERAC	1.41	2.39	2.29	1.42	1.33		15.75				
		l	l				[,l								1		
		Unbundled Remote Call Forwarding Service, Local Calling - Bus			UEPVB	UERLC	1.41	2.39	2.29	1.42	1.33	ļ	15.75				
		Unbundled Remote Call Forwarding Service, InterLATA - Bus		<u> </u>	UEPVB	UERTE	1.41	2.39	2.29	1.42	1.33		15.75				
		Unbundled Remote Call Forwarding Service, IntraLATA - Bus		<u> </u>	UEPVB	UERTR	1.41	2.39	2.29	1.42	1.33		15.75				
		Unbundled Remote Call Forwarding Service Expanded and			l	l	[_								
L		Exception Local Calling		<u> </u>	UEPVB	UERVJ	1.41	2.39	2.29	1.42	1.33		15.75		1		
	Non-Re	ecurring		<u> </u>											1		
		Unbundled Remote Call Forwarding Service - Conversion -	l									1					
		Switch-as-is			UEPVB	USAC2		0.0988	0.0988				15.75				
1		Unbundled Remote Call Forwarding Service - Conversion with	l												1		
		allowed change (PIC and LPIC)			UEPVB	USACC		0.0988	0.0988			<u> </u>					

UNBU	JNDLE	D NETWORK ELEMENTS - North Carolina												Attach	ment: 2	Exhil	bit: B
												Svc Order	Svc Order	Incremental	Incremental	Incremental	Incremental
													Submitted		Charge -	Charge -	Charge -
												Elec			Manual Svc		
CATE	ORY	RATE ELEMENTS	Interi	Zone	BCS	USOC			RATES (\$)								
OA.L		NATE ELEMENTO	m		500	0000			πΑΤΕΟ (ψ)			per LSR	per LSR	Order vs.	Order vs.	Order vs.	Order vs.
														Electronic-		Electronic-	Electronic-
														1st	Add'l	Disc 1st	Disc Add'l
							Rec	Nonrec			g Disconnect				Rates(\$)		
							Nec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	The "Z	one" shown in the sections for stand-alone loops or loops as	part of	a comi	oination refers to Ge	ographically	Deaveraged UN	IE Zones. To	view Geograp	hically Deaver	aged UNE Zon	e Designation	ons by Cent	ral Office, refe	er to internet	Website:	
	http://v	www.interconnection.bellsouth.com/become a clec/html/inter	connec	ction.ht	m		_			-	_	_	-				
UNBU	NDLED I	LOCAL EXCHANGE SWITCHING(PORTS)															
		NDLED PORT with REMOTE CALL FORWARDING CAPABILITY	,														
		NDLED REMOTE CALL FORWARDING SERVICE - RESIDENCE															
	0.120.	Unbundled Remote Call Forwarding Service, Area Calling, Res			UEPVR	UERAC	2.19	21.60	21.60					26.94	12.76		
		onbanaisa riemete can i ornaranig cernee, riica cannig, riec			02. ***	02.0.0	20	21.00	21.00					20.01	12.70		
		Unbundled Remote Call Forwarding Service, Local Calling - Res			UEPVR	UERLC	2.19	21.60	21.60					26.94	12.76		
		Unbundled Remote Call Forwarding Service, InterLATA - Res			UEPVR	UERTE	2.19	21.60	21.60					26.94	12.76		
		Unbundled Remote Call Forwarding Service, IntraLATA - Res			UEPVR	UERTR	2.19	21.60	21.60					26.94	12.76		
	Non-R	ecurring															
		Unbundled Remote Call Forwarding Service - Conversion -															
		Switch-as-is			UEPVR	USAC2		2.77	0.40					26.94	12.76		
		Unbundled Remote Call Forwarding Service - Conversion with															
		allowed change (PIC and LPIC)			UEPVR	USACC		2.77	0.40								
	UNBU	IDLED REMOTE CALL FORWARDING - Bus							*****								
		Unbundled Remote Call Forwarding Service, Area Calling - Bus			UEPVB	UERAC	2.19	21.60	21.60					26.94	12.76		
		j															
		Unbundled Remote Call Forwarding Service, Local Calling - Bus			UEPVB	UERLC	2.19	21.60	21.60					26.94	12.76		
		Unbundled Remote Call Forwarding Service, InterLATA - Bus			UEPVB	UERTE	2.19	21.60	21.60					26.94	12.76		
		Unbundled Remote Call Forwarding Service, IntraLATA - Bus			UEPVB	UERTR	2.19	21.60	21.60					26.94	12.76		
		Unbundled Remote Call Forwarding Service Expanded and															
		Exception Local Calling			UEPVB	UERVJ	2.19	21.60	21.60					26.94	12.76		
	Non-Re	ecurring															
		Unbundled Remote Call Forwarding Service - Conversion -															
L		Switch-as-is		<u> </u>	UEPVB	USAC2		2.77	0.40	<u> </u>				26.94	12.76		
		Unbundled Remote Call Forwarding Service - Conversion with															
		allowed change (PIC and LPIC)			UEPVB	USACC		2.77	0.40								

UNBL	NDLE	D NETWORK ELEMENTS - South Carolina												Attach	ment: 2	Exhil	bit: B
												Svc Order	Svc Order			Incremental	Incremental
													Submitted		Charge -	Charge -	Charge -
CATE	OPV	RATE ELEMENTS	Interi	Zone	BCS	USOC			RATES (\$)			Elec				Manual Svc	
CAIL	OKI	KATE ELEMENTS	m	20116	BC3	0300			KAILS (\$)			per LSR	per LSR	Order vs.	Order vs.	Order vs.	Order vs.
														Electronic-	Electronic-	Electronic-	Electronic-
														1st	Add'l	Disc 1st	Disc Add'l
							Rec	Nonrec		Nonrecurring					Rates(\$)		
							Nec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	The "Z	one" shown in the sections for stand-alone loops or loops as	part of	a comb	pination refers to Ge	ographically	Deaveraged UN	IE Zones. To	view Geograp	hically Deavera	aged UNE Zon	e Designation	ons by Cent	ral Office, refe	er to internet	Website:	
		www.interconnection.bellsouth.com/become_a_clec/html/inter									•						
LIMBIII		OCAL EXCHANGE SWITCHING(PORTS)	1	1	 I	1	1			1		1	1		1	1	
UNDU		IDLED PORT with REMOTE CALL FORWARDING CAPABILITY	,	-													
-		IDLED REMOTE CALL FORWARDING CAPABILITY		-													
-				-	UEPVR	UERAC	1.65	2.38	2.28	1.42	1.33		15.69				
		Unbundled Remote Call Forwarding Service, Area Calling, Res		-	UEPVR	UERAC	1.00	2.38	2.28	1.42	1.33		15.69				
		Haland Hala Barrata Call Francis Con San Land Calling Barrata			UEPVR	UERLC	4.05	0.00	0.00	4.40	4.00		45.00				
<u> </u>		Unbundled Remote Call Forwarding Service, Local Calling - Res					1.65	2.38	2.28	1.42	1.33		15.69				
		Unbundled Remote Call Forwarding Service, InterLATA - Res			UEPVR	UERTE	1.65	2.38	2.28	1.42	1.33		15.69				
		Unbundled Remote Call Forwarding Service, IntraLATA - Res			UEPVR	UERTR	1.65	2.38	2.28	1.42	1.33		15.69				
	Non-Re	ecurring															
		Unbundled Remote Call Forwarding Service - Conversion -															
		Switch-as-is			UEPVR	USAC2		0.10	0.10				15.69				
		Unbundled Remote Call Forwarding Service - Conversion with															
		allowed change (PIC and LPIC)			UEPVR	USACC		0.10	0.10								
	UNBUN	IDLED REMOTE CALL FORWARDING - Bus															
		Unbundled Remote Call Forwarding Service, Area Calling - Bus			UEPVB	UERAC	1.65	2.38	2.28	1.42	1.33		15.69				
		Unbundled Remote Call Forwarding Service, Local Calling - Bus			UEPVB	UERLC	1.65	2.38	2.28	1.42	1.33		15.69				
		Unbundled Remote Call Forwarding Service, InterLATA - Bus			UEPVB	UERTE	1.65	2.38	2.28	1.42	1.33		15.69				
		Unbundled Remote Call Forwarding Service, IntraLATA - Bus			UEPVB	UERTR	1.65	2.38	2.28	1.42	1.33		15.69				
		Unbundled Remote Call Forwarding Service Expanded and															
		Exception Local Calling			UEPVB	UERVJ	1.65	2.38	2.28	1.42	1.33		15.69				
	Non-Re	ecurring															
		Unbundled Remote Call Forwarding Service - Conversion -															
		Switch-as-is			UEPVB	USAC2		0.10	0.10				15.69				
		Unbundled Remote Call Forwarding Service - Conversion with															
		allowed change (PIC and LPIC)			UEPVB	USACC		0.10	0.10								

UNBU	JNDLE	D NETWORK ELEMENTS - Tennessee												Attach	ment: 2	Exhil	bit: B
												Svc Order	Svc Order	Incremental	Incremental	Incremental	Incremental
													Submitted		Charge -	Charge -	Charge -
												Elec				Manual Svc	
CATE	ORY	RATE ELEMENTS	Interi	Zone	BCS	usoc			RATES (\$)			per LSR		Order vs.	Order vs.	Order vs.	Order vs.
J			m		200	"			101120 (4)			perLSK	per LSR				
														Electronic-	Electronic-	Electronic-	Electronic-
														1st	Add'l	Disc 1st	Disc Add'l
							Rec	Nonrecurring		Nonrecurring					Rates(\$)		
							Nec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	The "Z	one" shown in the sections for stand-alone loops or loops as	part of	a comb	oination refers to Ge	ographically	Deaveraged U	NE Zones. To	view Geograpi	hically Deavera	ged UNE Zon	e Designation	ons by Cent	ral Office, refe	er to internet	Nebsite:	
	http://v	www.interconnection.bellsouth.com/become a clec/html/inter	connec	ction.ht	m												
UNBU	NDLED I	LOCAL EXCHANGE SWITCHING(PORTS)															
		IDLED PORT with REMOTE CALL FORWARDING CAPABILITY	,														
	UNBUN	IDLED REMOTE CALL FORWARDING SERVICE - RESIDENCE															
	0.120.	Unbundled Remote Call Forwarding Service, Area Calling, Res			UEPVR	UERAC	1.89	9.93	9.19	3.66	2.92			20.35	10.54	13.32	1.40
		onbanaisa riemete can i ornaranig cernee, riica cannig, riec			02. ***	02.0.0	1.00	0.00	0.10	0.00	2.02			20.00	10.01	10.02	11.10
		Unbundled Remote Call Forwarding Service, Local Calling - Res			UEPVR	UERLC	1.89	9.93	9.19	3.66	2.92			20.35	10.54	13.32	1.40
		Unbundled Remote Call Forwarding Service, InterLATA - Res			UEPVR	UERTE	1.89	9.93	9.19	3.66	2.92			20.35	10.54	13.32	1.40
		Unbundled Remote Call Forwarding Service, IntraLATA - Res			UEPVR	UERTR	1.89	9.93	9.19	3.66	2.92			20.35	10.54	13.32	1.40
	Non-Re	ecurring							*****								
		Unbundled Remote Call Forwarding Service - Conversion -															
		Switch-as-is			UEPVR	USAC2		1.03	0.29					20.35	10.54	13.32	1.40
		Unbundled Remote Call Forwarding Service - Conversion with															
		allowed change (PIC and LPIC)			UEPVR	USACC		1.03	0.29								
	UNBUN	IDLED REMOTE CALL FORWARDING - Bus															
		Unbundled Remote Call Forwarding Service, Area Calling - Bus			UEPVB	UERAC	1.89	9.93	9.19	3.66	2.92			20.35	10.54	13.32	1.40
		Unbundled Remote Call Forwarding Service, Local Calling - Bus			UEPVB	UERLC	1.89	9.93	9.19	3.66	2.92			20.35	10.54	13.32	1.40
		Unbundled Remote Call Forwarding Service, InterLATA - Bus			UEPVB	UERTE	1.89	9.93	9.19	3.66	2.92			20.35	10.54	13.32	1.40
	Ì	Unbundled Remote Call Forwarding Service, IntraLATA - Bus			UEPVB	UERTR	1.89	9.93	9.19	3.66	2.92			20.35	10.54	13.32	1.40
	Ì	Unbundled Remote Call Forwarding Service Expanded and															
		Exception Local Calling			UEPVB	UERVJ	1.89	9.93	9.19	3.66	2.92			20.35	10.54	13.32	1.40
	Non-Re	ecurring															
		Unbundled Remote Call Forwarding Service - Conversion -															
	1	Switch-as-is			UEPVB	USAC2		1.03	0.29					20.35	10.54	13.32	1.40
		Unbundled Remote Call Forwarding Service - Conversion with															
1		allowed change (PIC and LPIC)			UEPVB	USACC		1.03	0.29								