

**Amendment to the Agreement
Between
EPICUS, Inc. (KY)
And
Telephone Company of Central Florida, Inc. (SC)
and
BellSouth Telecommunications, Inc.
Dated February 19, 2003**

Pursuant to this Amendment, (the "Amendment"), EPICUS, Inc. (KY) and Telephone Company of Central Florida, Inc. (SC), (EPICUS), and BellSouth Telecommunications, Inc. (BellSouth), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated February 19, 2003 (Agreement) to be effective 30 days after the date of the last signature executing the Amendment.

WHEREAS, BellSouth and EPICUS entered into the Agreement on February 19, 2003, and;

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

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 the following language to Attachment 2 as Section 5.5.6.9:

5.5.6.9 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.
2. The Parties agree to add to the rates in Exhibit B of Attachment 2, the rates set forth in Exhibit 1 of this Amendment, attached hereto and incorporated herein by this reference.
3. All of the other provisions of the Agreement, dated February 19, 2003, 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 have executed this Agreement the day and year written below.

BellSouth Telecommunications, Inc.

By: Pat C Finlen

Name: Patrick C. Finlen

Title: Assistant Director

Date: 8/19/03

**EPICUS, Inc. (KY) and
Telephone Company of Central
Florida, Inc. (SC)**

By: Angela Lee

Name: Angela Lee

Title: Director - Carrier Services

Date: August 12, 2003

EXHIBIT 1

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		NRC Disconnect						
						First	Add'l	First	Add'l	SOMEK	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES															
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)														
	OFF/ON PREMISES EXTENSION CHANNELS														
	2W Analog VG Extension Loop – Non-Design		1	UEPRX	UEAEN	10.56	46.66	22.57	26.65	7.65		7.86			
	2W Analog VG Extension Loop – Non-Design		2	UEPRX	UEAEN	15.34	46.66	22.57	26.65	7.65		7.86			
	2W Analog VG Extension Loop – Non-Design		3	UEPRX	UEAEN	31.11	46.66	22.57	26.65	7.65		7.86			
	2W Analog VG Extension Loop – Design		1	UEPRX	UEAED	12.67	134.89	81.87	73.65	14.88		7.86			
	2W Analog VG Extension Loop – Design		2	UEPRX	UEAED	17.45	134.89	81.87	73.65	14.88		7.86			
	2W Analog VG Extension Loop – Design		3	UEPRX	UEAED	33.22	134.89	81.87	73.65	14.88		7.86			
	INTEROFFICE TRANSPORT														
	Interoffice Transport-Dedicated-2W VG-Facility Term			UEPRX	U1TV2	23.95	98.09	53.67	56.31	22.42		7.86			
	Interoffice Transport-Dedicated-2W VG-Per Mi or Fraction Mi			UEPRX	U1TVM	0.0095	0.00	0.00							
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)														
	OFF/ON PREMISES EXTENSION CHANNELS														
	2W Analog VG Extension Loop – Non-Design		1	UEPBX	UEAEN	10.56	46.66	22.57	26.65	7.65		7.86			
	2W Analog VG Extension Loop – Non-Design		2	UEPBX	UEAEN	15.34	46.66	22.57	26.65	7.65		7.86			
	2W Analog VG Extension Loop – Non-Design		3	UEPBX	UEAEN	31.11	46.66	22.57	26.65	7.65		7.86			
	2W Analog VG Extension Loop – Design		1	UEPBX	UEAED	12.67	134.89	81.87	73.65	14.88		7.86			
	2W Analog VG Extension Loop – Design		2	UEPBX	UEAED	17.45	134.89	81.87	73.65	14.88		7.86			
	2W Analog VG Extension Loop – Design		3	UEPBX	UEAED	33.22	134.89	81.87	73.65	14.88		7.86			
	INTEROFFICE TRANSPORT														
	Interoffice Transport-Dedicated-2W VG-Facility Term			UEPBX	U1TV2	23.95	98.09	53.67	56.31	22.42		7.86			
	Interoffice Transport-Dedicated-2W VG-Per Mi or Fraction Mi			UEPBX	U1TVM	0.0095	0.00	0.00							
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES - PBX)														
	OFF/ON PREMISES EXTENSION CHANNELS														
	Local Channel VG, per Term		1	UEPRG	P2JHX	12.67	134.89	81.87	73.65	14.88		7.86			
	Local Channel VG, per Term		2	UEPRG	P2JHX	17.45	134.89	81.87	73.65	14.88		7.86			
	Local Channel VG, per Term		3	UEPRG	P2JHX	33.22	134.89	81.87	73.65	14.88		7.86			
	Non-Wire Direct Serve Channel VG		1	UEPRG	SDD2X	12.68	170.06	78.10	119.62	15.80		7.86			
	Non-Wire Direct Serve Channel VG		2	UEPRG	SDD2X	18.12	170.06	78.10	119.62	15.80		7.86			
	Non-Wire Direct Serve Channel VG		3	UEPRG	SDD2X	29.64	170.06	78.10	119.62	15.00		7.86			
	INTEROFFICE TRANSPORT														
	Interoffice Transport-Dedicated-2W VG-Facility Term			UEPRG	U1TV2	23.95	98.09	53.67	56.31	22.42		7.86			
	Interoffice Transport-Dedicated-2W VG-Per Mi or Fraction Mi			UEPRG	U1TVM	0.0095	0.00	0.00							
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)														
	OFF/ON PREMISES EXTENSION CHANNELS														
	Local Channel VG, per Term		1	UEPPX	P2JHX	12.67	134.89	81.87	73.65	14.88		7.86			
	Local Channel VG, per Term		2	UEPPX	P2JHX	17.45	134.89	81.87	73.65	14.88		7.86			
	Local Channel VG, per Term		3	UEPPX	P2JHX	33.22	134.89	81.87	73.65	14.88		7.86			
	Non-Wire Direct Serve Channel VG		1	UEPPX	SDD2X	12.68	170.06	78.10	119.62	15.80		7.86			
	Non-Wire Direct Serve Channel VG		2	UEPPX	SDD2X	18.12	170.06	78.10	119.62	15.80		7.86			
	Non-Wire Direct Serve Channel VG		3	UEPPX	SDD2X	29.64	170.06	78.10	119.62	15.00		7.86			
	INTEROFFICE TRANSPORT														
	Interoffice Transport-Dedicated-2W VG-Facility Term			UEPPX	U1TV2	23.95	98.09	53.67	56.31	22.42		7.86			
	Interoffice Transport-Dedicated-2W VG-Per Mi or Fraction Mi			UEPPX	U1TVM	0.0095	0.00	0.00							

UNBUNDLED NETWORK ELEMENTS - South Carolina										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		Recurring Discn						
						First	Add'l	First	Add'l	SOME C	SOMA N	SOMA N	SOMA N	SOMA N	SOMA N
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES															
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)															
OFF/ON PREMISES EXTENSION CHANNELS															
	2W Analog VG Extension Loop – Non-Design		1	UEPRX	UEAEN	14.94	37.92	17.62	23.56	5.32					15.69
	2W Analog VG Extension Loop – Non-Design		2	UEPRX	UEAEN	21.39	37.92	17.62	23.56	5.32					15.69
	2W Analog VG Extension Loop – Non-Design		3	UEPRX	UEAEN	26.72	37.92	17.62	23.56	5.32					15.69
	2W Analog VG Extension Loop – Design		1	UEPRX	UEAED	16.68	105.98	68.43	53.05	10.61					15.69
	2W Analog VG Extension Loop – Design		2	UEPRX	UEAED	23.13	105.98	68.43	53.05	10.61					15.69
	2W Analog VG Extension Loop – Design		3	UEPRX	UEAED	28.46	105.98	68.43	53.05	10.61					15.69
INTEROFFICE TRANSPORT															
	Interoffice Transport-Dedicated-2W VG-Facility Term			UEPRX	U1TV2	24.30	40.63	27.47	16.77	6.91					
	Interoffice Transport-Dedicated-2W VG-Per Mi or Fraction Mi			UEPRX	U1TVM	0.02	0.00	0.00							
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)															
OFF/ON PREMISES EXTENSION CHANNELS															
	2W Analog VG Extension Loop – Non-Design		1	UEPBX	UEAEN	14.94	37.92	17.62	23.56	5.32					15.69
	2W Analog VG Extension Loop – Non-Design		2	UEPBX	UEAEN	21.39	37.92	17.62	23.56	5.32					15.69
	2W Analog VG Extension Loop – Non-Design		3	UEPBX	UEAEN	26.72	37.92	17.62	23.56	5.32					15.69
	2W Analog VG Extension Loop – Design		1	UEPBX	UEAED	16.68	105.98	68.43	53.05	10.61					15.69
	2W Analog VG Extension Loop – Design		2	UEPBX	UEAED	23.13	105.98	68.43	53.05	10.61					15.69
	2W Analog VG Extension Loop – Design		3	UEPBX	UEAED	28.46	105.98	68.43	53.05	10.61					15.69
INTEROFFICE TRANSPORT															
	Interoffice Transport-Dedicated-2W VG-Facility Term			UEPBX	U1TV2	24.30	40.63	27.47	16.77	6.91					
	Interoffice Transport-Dedicated-2W VG-Per Mi or Fraction Mi			UEPBX	U1TVM	0.02	0.00	0.00							
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES - PBX)															
OFF/ON PREMISES EXTENSION CHANNELS															
	Local Channel VG, per Term		1	UEPRG	P2JHX	16.68	105.98	68.43	53.05	10.61					15.69
	Local Channel VG, per Term		2	UEPRG	P2JHX	23.13	105.98	68.43	53.05	10.61					15.69
	Local Channel VG, per Term		3	UEPRG	P2JHX	28.46	105.98	68.43	53.05	10.61					15.69
	Non-Wire Direct Serve Channel VG		1	UEPRG	SDD2X	17.74	131.88	62.06	90.70	13.42					15.69
	Non-Wire Direct Serve Channel VG		2	UEPRG	SDD2X	25.16	65.94	31.03	45.35	6.71					15.69
	Non-Wire Direct Serve Channel VG		3	UEPRG	SDD2X	29.58	65.94	31.03	45.35	6.71					15.69
INTEROFFICE TRANSPORT															
	Interoffice Transport-Dedicated-2W VG-Facility Term			UEPRG	U1TV2	24.30	40.63	27.47	16.77	6.91					
	Interoffice Transport-Dedicated-2W VG-Per Mi or Fraction Mi			UEPRG	U1TVM	0.02	0.00	0.00							
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)															
OFF/ON PREMISES EXTENSION CHANNELS															
	Local Channel VG, per Term		1	UEPPX	P2JHX	16.68	105.98	68.43	53.05	10.61					15.69
	Local Channel VG, per Term		2	UEPPX	P2JHX	23.13	105.98	68.43	53.05	10.61					15.69
	Local Channel VG, per Term		3	UEPPX	P2JHX	28.46	105.98	68.43	53.05	10.61					15.69
	Non-Wire Direct Serve Channel VG		1	UEPPX	SDD2X	17.74	131.88	62.06	90.70	13.42					15.69
	Non-Wire Direct Serve Channel VG		2	UEPPX	SDD2X	25.16	65.94	31.03	45.35	6.71					15.69
	Non-Wire Direct Serve Channel VG		3	UEPPX	SDD2X	29.58	65.94	31.03	45.35	6.71					15.69
INTEROFFICE TRANSPORT															
	Interoffice Transport-Dedicated-2W VG-Facility Term			UEPPX	U1TV2	24.30	40.63	27.47	16.77	6.91					
	Interoffice Transport-Dedicated-2W VG-Per Mi or Fraction Mi			UEPPX	U1TVM	0.02	0.00	0.00							