

**Sixth
Amendment to the Agreement
Between
AT&T Communications of the South Central States, LLC
and
BellSouth Telecommunications, Inc.
Kentucky
Dated July 20, 2001**

Pursuant to this Amendment, (the "Amendment"), AT&T Communications of the South Central States, LLC (AT&T), 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 20, 2001 ("Agreement") to be effective 30 days after the date of the last signature executing the Amendment.

WHEREAS, BellSouth and AT&T entered into the Agreement on July 20, 2001, and;

WHEREAS, BellSouth and AT&T 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 2.9.10:

2.9.10 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 July 20, 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.

General Terms and Conditions
Signature Page

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: 10/10/02

**AT&T Communications of the South
Central States, LLC**

By: Bill C. Peacock

Name: Bill C. Peacock

Title: Director - Local Services and
Access Management

Date: 9/24/03

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						
						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															
	2 Wire Analog Voice Grade Extension Loop – Non-Design		1	UEPRX	UEAEN	10.56	46.66	22.57	26.65	7.65	7.86				
	2 Wire Analog Voice Grade Extension Loop – Non-Design		2	UEPRX	UEAEN	15.34	46.66	22.57	26.65	7.65	7.86				
	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 Wire Analog Voice Grade Extension Loop – Design		1	UEPRX	UEAED	12.67	134.89	81.87	73.65	14.88	7.86				
	2 Wire Analog Voice Grade Extension Loop – Design		2	UEPRX	UEAED	17.45	134.89	81.87	73.65	14.88	7.86				
	2 Wire Analog Voice Grade Extension Loop – Design		3	UEPRX	UEAED	33.22	134.89	81.87	73.65	14.88	7.86				
INTEROFFICE TRANSPORT															
	Interoffice Transport - Dedicated - 2 Wire Voice Grade - Facility Termination			UEPRX	U1TV2	23.95	47.34	31.78	22.77	8.75	7.86				
	Interoffice Transport - Dedicated - 2 Wire Voice Grade - Per Mile or Fraction Mile			UEPRX	U1TVM	0.0095	0.00	0.00							
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)															
OFF/ON PREMISES EXTENSION CHANNELS															
	2 Wire Analog Voice Grade Extension Loop – Non-Design		1	UEPBX	UEAEN	10.56	46.66	22.57	26.65	7.65	7.86				
	2 Wire Analog Voice Grade Extension Loop – Non-Design		2	UEPBX	UEAEN	15.34	46.66	22.57	26.65	7.65	7.86				
	2 Wire Analog Voice Grade Extension Loop – Non-Design		3	UEPBX	UEAEN	31.11	46.66	22.57	26.65	7.65	7.86				
	2 Wire Analog Voice Grade Extension Loop – Design		1	UEPBX	UEAED	12.67	134.89	81.87	73.65	14.88	7.86				
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INTEROFFICE TRANSPORT															
	Interoffice Transport - Dedicated - 2 Wire Voice Grade - Facility Termination			UEPBX	U1TV2	23.95	47.34	31.78	22.77	8.75	7.86				
	Interoffice Transport - Dedicated - 2 Wire Voice Grade - Per Mile or Fraction Mile			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 Voice grade, per termination		1	UEPRG	P2JHX	12.67	134.89	81.87	73.65	14.88	7.86				
	Local Channel Voice grade, per termination		2	UEPRG	P2JHX	17.45	134.89	81.87	73.65	14.88	7.86				
	Local Channel Voice grade, per termination		3	UEPRG	P2JHX	33.22	134.89	81.87	73.65	14.88	7.86				
	Non-Wire Direct Serve Channel Voice Grade		1	UEPRG	SDD2X	12.68	170.06	78.10	119.62	15.80	7.86				
	Non-Wire Direct Serve Channel Voice Grade		2	UEPRG	SDD2X	18.12	170.06	78.10	119.62	15.80	7.86				
	Non-Wire Direct Serve Channel Voice Grade		3	UEPRG	SDD2X	29.64	170.06	78.10	119.62	15.00	7.86				
INTEROFFICE TRANSPORT															
	Interoffice Transport - Dedicated - 2 Wire Voice Grade - Facility Termination			UEPRG	U1TV2	23.95	47.34	31.78	22.77	8.75	7.86				
	Interoffice Transport - Dedicated - 2 Wire Voice Grade - Per Mile or Fraction Mile			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 Voice grade, per termination		1	UEPPX	P2JHX	12.67	134.89	81.87	73.65	14.88	7.86				
	Local Channel Voice grade, per termination		2	UEPPX	P2JHX	17.45	134.89	81.87	73.65	14.88	7.86				

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						Rec	Nonrecurring		Nonrecurring Disconnect							OSS Rates (\$)
							First	Add'l	First	Add'l	SOME C	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						
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