

**Amendment No. 14 to the Agreement
Between
BellSouth BSE, Inc.
and
BellSouth Telecommunications, Inc.
Executed August 22, 2003
Effective September 21, 2003**

Pursuant to this Amendment No. 14 (the "Fourteenth Amendment"), BellSouth BSE, Inc. ("BSE"), BellSouth Long Distance, Inc. ("BSLD") and BellSouth Telecommunications, Inc. ("BellSouth") hereinafter referred to collectively as the "Parties," agree to amend that certain Interconnection Agreement between the Parties executed August 22, 2003 and effective September 21, 2003 ("Agreement") to be effective upon the date of the last signature executing the Amendment affixed hereto.

WHEREAS, BSE has provided notice to the Kentucky Public Service Commission of the transfer of its local exchange company certificate of convenience and necessity (the "Certificate") to BSLD in the state of Kentucky, and;

WHEREAS, BSLD is now the holder of the Certificate in the state of Kentucky, and;

WHEREAS, BSLD is now authorized to provide local exchange services in Kentucky, and;

WHEREAS, the Parties desire to amend the Interconnection Agreement to add BSLD to the Agreement as a party for the state of Kentucky.

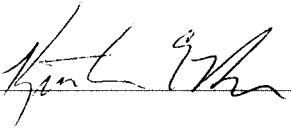
NOW, THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

1. The Parties agree to amend the Interconnection Agreement to add the name of "BellSouth Long Distance, Inc." to the contract where ever the name "BellSouth BSE, Inc" appears and to add the defined term "BSLD" wherever the defined term "BSE" appears throughout the Interconnection Agreement for the State of Kentucky.
2. All of the other provisions of the Agreement shall remain in full force and effect.
3. Either or both of the Parties are authorized to submit this Fourteenth Amendment to the Kentucky Public Service Commission for approval subject to Section 252(e) of the Telecommunications Act of 1996 in accordance with the Interconnection Agreement.

Signature Page

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

BellSouth Telecommunications, Inc.

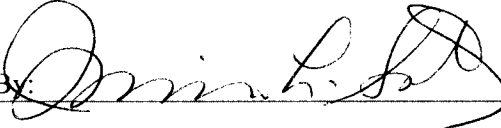
By: 

Name: Kristen Rowe

Title: Director

Date: 1/4/05

BellSouth BSE, Inc.

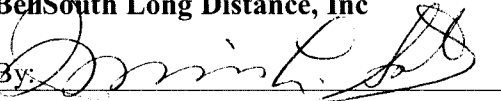
By: 

Name: Mario L. Soto

Title: President

Date: 1/5/05

BellSouth Long Distance, Inc

By: 

Name: Mario L. Soto

Title: President

Date: 1/5/05

