

**FIRST AMENDMENT
TO THE
INTERCONNECTION AGREEMENT BETWEEN
BLUEGRASS CELLULAR INC.
AND
BELLSOUTH TELECOMMUNICATIONS, INC.
DATED JUNE 15, 2003**

Pursuant to this Agreement, (the "Amendment") Bluegrass Cellular Inc. acting as agent for and on behalf of Kentucky RSA 3 Cellular General Partnership, Kentucky RSA 4 Cellular General Partnership and Cumberland Cellular Partnership and BellSouth Telecommunications, Inc., hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated June 15, 2003.

NOW THEREFORE, in consideration of the mutual promises and covenants 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 delete Attachment A and replace with Attachment A attached hereto as Exhibit 1 and incorporated herein by this reference.
2. All of the other provisions of the Interconnection Agreement, dated June 15, 2003, shall remain in full force and effect.
3. Either or both of the Parties is authorized to submit this Amendment to each Public Service Commission for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

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

BellSouth Telecommunications, Inc.

**Bluegrass Cellular Inc. acting as agent for
and on behalf of Kentucky RSA 3 Cellular
General Partnership, Kentucky RSA 4
Cellular General Partnership and
Cumberland Cellular Partnership**

By: 

By: 

Name: Randy J. Ham

Name: Ron Smith

Assistant Director,

Title: Wireless Interconnection

Title: President

Date: 5/24/05

Date: 5-9-05

Attachment A

AFFILIATES

LICENSE HOLDER(S)

CORPORATE ENTITIES

ATTACHMENT A

Bluegrass Wireless, LLC